

MARVEL SUPER HEROES™

Official Game Accessory

Gamer's Handbook of the MARVEL UNIVERSE™

Volume 2

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ISBN 0-88038-576-6

STATISTICS:

F	EX (20)
A	RM (30)
S	TY (6)
E	EX (20)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 76

Karma: 22

Resources: TY (6)

Popularity: -2

BACKGROUND

Real Name: Edward Lavell

Occupation: Professional Criminal

Legal Status: Citizen of the U.S. with criminal records

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Has worked freelance for the Hammerhead "family" of the Maggia and for Nightshade

Present Group Affiliation:

KNOWN POWERS

Eel Suit: Although the Eel has no superhuman powers of his own, his costume gives him the following abilities:

Electrical Generation: The Eel can fire bolts of electricity up to one area away which do Incredible damage. If anyone attempts to touch the Eel, they will automatically take Incredible damage. This is direct current, so that anyone grabbing The Eel will not be able to release his grip.

Resistance to Electricity: The Eel's costume provides its wearer with an Incredible resistance to any form of attack which is based on an electrical current flow.

Body Coating: The costume also exudes a grease-like substance which makes it hard for opponents to get a firm grip on him in combat and thus gives a him a +5 CS to Escaping.

Light Emission: The Eel can cause his costume to glow in the dark, illuminating the area he is in.

Radarsense: Eel's Costume generates an electrical field at all times

that detects anyone entering the same area that he is in. This raises his Intuition to Amazing against any form of surprise attack which such a power would enable him to anticipate or detect.

Predecessor: The original Eel was Leopold Stryke, who was killed by the Gladiator. He had all of the Attributes and Talents of the current Eel (except Fighting, which was of Good rank, making his Health 66). His suit was also identical except that it lacked the heightened Intuition. His Reason was considered to be

Remarkable when dealing with Marine Life.

Talents: Lavell has the Electronics skill, giving him a +1 CS for any FEAT which might benefit from such knowledge.

Contacts: The Eel has worked for the Hammerhead branch of the Maggia and Nightshade.



ADDITIONAL NOTES:

HISTORY

Leopold Stryke, who became the original Eel, was the curator of an aquarium who led a secret life as a costumed criminal. He was first captured by the police as a result of his battle with Johnny Storm, the Human Torch. After a second defeat by the Torch, the Eel was recruited by Count Luchino Nefaria to assist him in his attempt to hold Washington, D.C. for ransom. Nefaria and the costumed criminals whom he employed on this venture were thwarted by the original X-Men. The Eel later acted in partnership with three of the other criminals whom Nefaria had hired: the Plantman, Scarecrow, and Porcupine. Stryke later joined his brother Jordan, the original Viper, as a member of the first Serpent Squad. The Eel was also a member of the second Serpent Squad, although he was

unaware on joining that Jordan had been murdered by the new Squad's organizer, the second Viper.

The original Eel was finally murdered by the costumed criminal known as the Gladiator, who stole a disintegrator ray device that was in the Eel's possession.

Edward Lavell, the second Eel, through unknown means either acquired the original Eel's costume or somehow duplicated it. The new Eel first ran afoul of Power Man and Iron First when he attempted to free the Maggia boss known as Hammerhead from police captivity. Later the second Eel was hired by the criminal Deadly Nightshade and assisted her in her attempt to rob the people attending a New York City society event. This time the Eel was defeated by Iron First and the former criminals Stiletto and Discus, whom Nightshade had tried to force to help her. At present the second Eel remains in prison.

STATISTICS:

F	PR (4)
A	TY (6)
S	PR (4)
E	TY (6)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 20

Karma: 32

Resources: RM

Popularity: -20

BACKGROUND

Real Name: Elihas Starr**Occupation:** Former atomic scientist, criminal mastermind**Legal Status:** Citizen of the U.S. with criminal record**Identity:** Publicly known**Place of Birth:** Queens, New York**Marital Status:** Unrevealed**Known Relatives:** Patricia "Trish" Starr (niece)**Base of Operations:** Mobile**Past Group Affiliations:** Emissaries of Evil, Masters of Evil III, former partner of the Mad Thinker and the Puppet Master**Present Group Affiliation:**

KNOWN POWERS

None. Egghead relied on the technological devices that he built to enable him to overcome superpowered foes. Examples of the mechanisms which he created include: insect control devices, orbiting laser satellites, mind control devices, and robots.

Talents: Egghead was a scientific genius in many fields, including Nuclear Physics, Robotics, Electronics, and Biology. He also had the Engineering and Repair/Tinkering skills. Whenever he is called upon to do so, he receives a +1 CS on all FEAT rolls which involve these talents.

Contacts: Egghead was the leader of the third Masters of Evil. He was also a partner of the Mad Thinker and the Puppet Master.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Egghead was a master strategist who launched one scheme after another to defeat his archnemesis, Henry Pym. He deigned physical confrontation and preferred to fight with his intellect. He had nothing but scorn for those that he perceived as less intelligent than himself.

HISTORY

Elihas Starr was originally a scientist working at a government atomic research center who was caught smuggling blueprints for an atomic reactor out of the facility, presumably to sell on the open market.

Fired from his job at the research center, Starr was awaiting trial for treason when he was contacted by delegates from the criminal underworld. Starr had been given the nickname "Egghead" in the tabloid newspapers covering his alleged crime and the accounts of his genius in several fields intrigued certain New York area crime bosses.

Egghead was offered the opportunity to demonstrate his genius for the crime leaders' purposes in exchange for the mob using its influence to see that the charge of treason was dropped. Egghead agreed and took on the challenge of defeating the original Ant-Man, who had recently been interfering with certain mob activities. The scientist soon devised a cybernetic device similar to Ant-Man's that enabled him to communicate with ants and attempted to vie with Ant-Man for the insects' loyalty. Ant-Man outwitted Egghead, however, and he narrowly escaped capture.

Greatly shaken by his initial failure, Egghead found refuge in New York's Bowery for a time, until he was ready to try and defeat Ant-Man again. This time he elected to use Ant-Man's new partner (the Wasp) as bait for a trap. The scheme failed, as did a subsequent one to pit Ant-Man (who now went by the alias Giant-Man) against Spider-Man. Egghead was taken into custody following this failed plan, which only served to increase his obsession with the defeat of Ant-Man.

In a short-lived alliance with the Mad Thinker and the Puppet Master, Egghead used his knowledge of physics to construct an infrared laser which could send earthward a beam of highly destructive force. Mounted aboard an orbiting satellite that the three managed to obtain the ray was tested on a small abandoned Midwestern town. Following the success

of this test, Egghead attempted to force the United States' government into paying him an astronomical sum in order to halt any additional attacks by the ray.

The Avengers learned of the satellite's secret location through small time racketeer Barney Barton, who was secretly the brother of Avenger Clint Barton (who called himself Goliath at that time). The Avengers managed to destroy Egghead's death ray device, but Barney Barton was killed in the process.

Egghead escaped the Avengers' attack and later hired the criminal Swordsman to invade Avengers headquarters and kidnap Henry Pym, whom Egghead thought still to be Goliath. (Pym had, in fact, devised the costumed identity of Yellowjacket for himself but a few weeks before.) The Swordsman succeeded in taking Goliath captive, but after being taken to Egghead's hideout, Clint Barton, the new Goliath, overcame both the Swordsman and Egghead, the man responsible for his brother's death.

Eventually Egghead escaped from his incarceration and began construction of a machine to steal other people's intelligence. To test the device, Egghead took his own niece, Patricia Starr, captive. Henry Pym in the guise of Ant-Man once again, rescued the girl and sabotaged Egghead's machine. Pym assumed that Egghead was killed in the ensuing explosion, but encountered him some months later in the Bowery. Egghead had just planted a bomb in the car carrying his niece Patricia to pay her back for his previous defeat. Although she survived the bomb blast, it did cause her to lose an arm.

Again at large after a period of imprisonment, Egghead hijacked a NASA space laboratory and organized the Rhino, Solarr, and the Cobalt Man into the Emissaries of Evil. Egghead's goal was to obtain the Star of Capistan, a mystical power object he learned of while in prison. Failing to do so, Egghead was trapped and again presumed killed when Cobalt Man exploded. Egghead managed to save himself by activating the teleportation apparatus aboard the satellite. Wanting

the world to think him dead, Egghead stripped and abandoned the satellite and set up a laboratory in Manhattan. Months later, when he learned his enemy Henry Pym had disgraced himself in the eyes of the Avengers, Egghead plotted to ruin him totally. Designing and constructing a bionic arm, Egghead approached Pym and managed to convince him that he wanted to make amends for what happened to his niece by giving her an artificial arm to replace the one she lost. When Pym delivered the arm to "Trish" Starr and attached it, however, Egghead falsely informed him from afar that it was booby-trapped to explode if tampered with. Believing himself forced to obey Egghead or "Trish" would die, Pym was sent by Egghead to a military base in Omaha, Nebraska to steal containers of Adamantium resin. There Yellowjacket was forced by Egghead to battle his Avengers teammates. The Avengers overpowered Pym, but because of false memories programmed into Patricia Starr's brain, she could not corroborate what Pym told his friends to be the truth. Pym was sent to prison for his federal crime, but Egghead was still not satisfied with the extent of his revenge.

Weeks later, after organizing the Masters of Evil (the third group taking that name), Egghead sent his henchmen to the courtroom where Henry Pym was on trial to kidnap him. Taken to Egghead's latest lair, Pym was put to work on Egghead's research project to slow down the human aging process. Unknown to Egghead, Pym constructed a force field harness and weapons system, and tricked Egghead into letting him test it. By the time the Avengers arrived, Pym had singlehandedly defeated the Masters of Evil. Egghead, feigning unconsciousness, drew a gun on Pym and was about to shoot him in the back when Hawkeye arrived and shot an arrow up the gun barrel. The gun which was an energy blaster, misfired, killing Egghead instantly. Without intending to, Hawkeye had finally avenged his brother's death.

STATISTICS:

F CL1000
 A FE (2)
 S SH Z (500)
 E CL5000
 R IN (40)
 I SH X (150)
 P SH Z (500)

Health: 6502

Karma: 690

Resources: Not Applicable

Popularity: 0

BACKGROUND

Real Name: Ego

Occupation: Planet

Legal Status: None

Identity: Ego's existence is not known to the general populace of Earth

Place of Birth: The Black Galaxy

Marital Status: None

Known Relatives: Ego-prime ("descendant", deceased)

Base of Operations: Mobile

Past Group Affiliations: The Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Absorption: Ego has the CL1000 ability to feed on both stellar energy and the life forces of living beings.

Shape Change: Ego can transform portions of himself to create surface features or attack invaders. This Unearthly power can be used for the following Power Stunts:

*Attacking tendrils up to 100 miles long which strike with Incredible skill and do Unearthly damage.

*The creation of Humanoids from Ego's which can operate independently of Ego and still remain under his control. They have the following physical statistics:

F	A	S	E	Health
RM	RM	UN	MN	215

Gravity Control: Ego can use his own gravity to attack other celestial bodies with CL 1000 damage. A -1 CS penalty is imposed for each 500 areas of distance Ego and his target.

Regeneration: If Ego is ever dispersed, he can regather his mass and reform his planetary body in time.

Kinetic Blasts: Ego can emit CL1000

blasts of kinetic force at will. However, he must make a successful agility FEAT to fire at any creature on his surface or within his interior.

Psionics: Ego has an impressive array of psychic powers. To date, he has demonstrated Class 1000 rank Mind Blasts, Shift-Z Clairvoyance (which he uses to probe both deep space and his own interior), and Telepathy of Shift-Y strength.

Sidereal Propulsion Unit: Ego has Good control over this device, which propels him through space at CL1000 speeds.

Talents: Ego has Astro-Navigational skill which allows him a +1 CS when making his way through interstellar space.

Contacts: none.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Ego is one of the most profound characters in the universe, a planet-sized intellect with eternal patience and dedication. He considers himself one of the Elders of the Universe and has deceived creatures he considers his inferiors. On more than one occasion he has tried to kill Galactus, and will probably keep trying until his time is at an end. As he can no more be reasoned with than he can be overcome with force, Ego is overpowering in more ways than one.

HISTORY

Ego, the Living Planet, came into existence within the so-called "Black Galaxy", which is, in actuality, probably a dark nebula near or, perhaps, even within the Milky Way Galaxy. He originated like any other world, coalescing over millions of years from cosmic gases and dust. But unlike any other known planets, Ego developed consciousness and intelligence. Ego's sentience is not the result of the fusion of the essence of a superhuman being with the planet, as the goddess Gaea fused her own essence with the biosphere of planet Earth. Nor is it true, as Ego once caused the Asgardian god Thor to think, that Ego was created through the fusion of a planet with a humanoid being's consciousness. Rather, Ego's consciousness evolved naturally within the planet itself, apparently through a process similar to that which enables certain stars to

achieve consciousness.

Ego was nearly discovered many times over the course of centuries by exploratory starships sent by the Rigellian Colonizers, but in each case he was able to destroy the alien starships.

Eventually Ego decided to conquer other areas of the universe by creating vastly powerful humanoid beings out of his own substance and sending them to take over other planets. This scheme was thwarted by Thor, who journeyed to Ego accompanied by a Rigellian Recorder. Thor used his mystical power over storms to create a planet-wide cataclysm within Ego's atmosphere that stunned Ego. Humiliated by this, Ego renounced its plans of conquest.

Months later Ego was attacked by the planet-destroying being known as Galactus. Believing Galactus to be the greater threat, Thor, drawing upon the power of his father Odin, helped Ego force Galactus to retreat. Feigning gratitude, Ego allowed the "Wanderers", survivors of a planet which Galactus had destroyed, to settle upon its surface. But soon after Thor left, Ego consumed all of the Wanderers within itself.

Sometime later, upon orders from the Rigellian High Commissioner, the Colonizer named Tana Nile took a relatively tiny sample of Ego's substance, in the hope that it could be used to transform other planets into habitable worlds. Instead the sample of Ego became a being with its own consciousness, called Ego-Prime, which eventually came to Earth and began wreaking havoc. Ego-Prime released an unknown form of energy which irradiated three Earth humans whom Odin had arranged to have present. The energy released the latent genetic potential in these three humans, Carter Dyam, Chi Lo, and Jason Kimball, transforming them into superhuman beings who, together with nine other similarly evolved human beings, have become known as the Young Gods. Ego-Prime, having expended all of its energy, disintegrated.

Ego itself went insane, perhaps as a result of the removal of the portion of itself that became Ego-Prime.

Thor, Galactus, Hercules, and Firelord together fought the mad living planet and Galactus attached an enormous extraordinarily powerful sidereal propulsion unit to Ego's south pole. Once activated, the unit propelled Ego on a course through space intended to keep it far from any inhabited worlds.

In time, however, Ego learned how to control the sidereal propulsion unit psionically. Seeking vengeance on Galactus, Ego traveled towards Earth, which Galactus had visited in the past. As he approached, his gravitational forces wreaked great devastation on Earth, and the Fantastic Four journeyed to Ego in a spacecraft to try to deal with the danger it presented. A man named L.R. "Skip" Collins completely depleted his tremendous psionic powers by undoing all of the devastation and causing the human race to forget that it had ever happened. The Fantastic Four's leader Reed Richards, removed one of the power packs from Ego's sidereal propulsion unit. Hence, when Ego next triggered the unit, only half of its engine fired. Unable to avoid being seized by the gravitational forces of Earth's sun, the living planet broke apart.

Ego was later able to tap the sun's energy, though, and thus generate enough psionic energy to re-form himself. Once more in complete control of the propulsion unit, Ego launched itself out of Earth's solar system. However, Ego had greatly depleted its psionic energies in reforming itself and needed to renew them by consuming the life forces of other beings. This he did by slowly "digesting" a large number of Dire Wraiths who had landed on its surface, as well as two Galadorian Spaceknights, Seeker and Scanner, who were pursuing them, when Rom, greatest of the Spaceknights, arrived. Rom freed his fellow Spaceknights and banished the Wraiths to a pocket dimension of limbo.

When last seen, Ego had joined forces with the other Elders of the Universe to destroy first Galactus and then the cosmos itself. Although the plan was foiled by the Silver Surfer, Ego may still have to face Galactus' wrath.

STATISTICS

F	IN (40)
A	RM (30)
S	GD (10)
E	RM (30)
R	GD (10)
I	IN (40)
P	RM (30)

Health: 110

Karma: 80

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Elektra Natchios**Occupation:** Former student, former member of the Hand, later bounty hunter and assassin.**Legal Status:** Expatriated Greek citizen**Identity:** Unknown to the public at large**Place of Birth:** Crete, Greece**Marital Status:** Single**Known Relatives:** Ambassador Natchios (father, deceased, first name unrevealed)**Base of Operations:** Mobile**Past Group Affiliations:** Former member of the Hand, former employee of the Kingpin**Present Group Affiliation:**

KNOWN POWERS

None; Elektra relies wholly on her skill, natural abilities, and weapons.

Weapon: Sai: Elektra's preferred weapon is the sai, a three-pronged dagger, which she could throw up to 2 areas away. In combat, the sai is considered an Edged Weapon which does Good damage.**Talents:** Elektra has the Weapons Master skill and is a Weapons Specialist with the sai. She has Martial Arts A and E, Acrobatics, Tumbling, and speaks both Greek and English fluently.**Contacts:** Although Daredevil is not currently aware that Elektra is alive, she could call on him for assistance if need be.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

HISTORY

Elektra Natchios, the daughter of a Greek ambassador, studied martial arts as an adolescent. While in the United States with her father, she began to study political science at Columbia University in New York City's. It was here that she met another Columbia student, Matt Murdock, who would later become Daredevil. Murdock revealed to her that he had superhuman senses which compensated for his blindness, and they fell deeply in love.

A year later, Elektra and her father were held hostage by several terrorists in a building on the school's campus. Wearing a scarf as a mask, Murdock, aided by Elektra, defeated the kidnappers. However, a policeman outside the building, thinking he was aiming at one of the terrorists, shot Elektra's father dead. Emotionally shattered, she decided that she could no longer believe in the law and wanted to withdraw from the world. Thus, she left Murdock and

America.

She eventually studied martial arts with a sensei (teacher) in Japan. She left to attempt to join the secret organization of martial artists headed by Stick, who also served as Daredevil's teacher. During the year she spent in Stick's order, Elektra greatly developed her martial arts prowess, but Stick told her to leave the group since she was still filled with pain over her father's death and hatred for the world which she blamed for it.

Elektra returned to her previous sensei. Determined to prove herself to Stick, she infiltrated a secret Japanese order known as the Hand which was devoted to assassination and domination by fear with the intent of subverting their activities. Instead, they tricked her into killing the sensei. Following this, Elektra served the Hand for a time, becoming corrupted by them, but she finally rebelled against them and fled Japan.

Elektra spent years as a bounty hunter and assassin for hire. While bounty hunting in New York City, she crossed paths with Daredevil, whom

she learned was Matt Murdock. Daredevil vehemently disapproved of Elektra's bounty hunting, but the two of them still cared for each other deeply. They fought members of the Hand together, but then Elektra was hired to kill his best friend Franklin Nelson. She could not go through with killing Nelson, when he recognized her as "Matt's girl Elektra", and she let him go. Soon afterwards Elektra was killed by Bullseye, who sought to reclaim his position as the Kingpin's chief assassin. Elektra died in Matt Murdock's arms.

Daredevil has still not fully recovered from his emotional turmoil over Elektra's death. The Hand attempted to resurrect Elektra and place her fully under their control through a mystical ceremony. There are indications that Stone, a member of Stick's order, completed the process of resurrecting Elektra, that Daredevil may have purified her spirit through force of will, and that Elektra is indeed alive again. But whether Elektra is truly alive and if so what her whereabouts and present activities are, still remain mysteries.

STATISTICS

F EX (20)
A EX (20)
S IN (40)
E AM (50)
R GD (10)
I IN (40)
P AM (50)

Health: 130

Karma: 100

Resources: RM (30)

Popularity: 20

BACKGROUND

Real Name: Amora

Occupation: Sorceress

Legal Status: Citizen of Asgard

Identity: Secret. Her existence is not known to the general populace of Earth

Place of Birth: Asgard

Marital Status: Single

Known Relatives: Lorelei (sister)

Base of Operations: Asgard

Past Group Affiliations: Occasional ally of Loki, former partner of the Executioner, former member of Baron Heinrich Zemo's Masters of Evil, former ally of the Mandarin, Arkon, and Power Man I.

Present Group Affiliation:

KNOWN POWERS

Eldritch Kiss: The Enchantress can fill a man's mind with passionate love and blind loyalty with but a kiss, even if the victim knows that the Enchantress is an enemy. The victim can avoid the effects of the kiss, which last for one week, by making a successful Psyche FEAT roll against Monstrous Intensity magic (for Asgardians) or Unearthly Intensity magic (for mortals). The victim is entitled to attempt a Psyche FEAT to break free of the enchantment if the Enchantress' orders or actions place him in a situation in which he would lose Karma.

Magical Spells: The Enchantress is a Master of Asgardian Magic. As such, the following spells are always available to her:

- * Magic Detection (P) - Amazing
- * Psionic Detection (P) - Amazing
- * Thought-Casting (P) - She can send, but not receive thoughts over an Amazing range
- * Eldritch Bolt (U) - an Energy or



Force attack with Remarkable power and range

* Eldritch Shield (U) - A personal Force Field of Remarkable strength

* Matter Control (U) - Manipulation of Air, Earth, Fire, and Water with Remarkable power

* Paralysis (U) - As Remarkable strength Paralyzing Touch, but not constantly activated

* Teleportation (U) - Monstrous range

* Dimensional Aperture (D) - Allows travel between Asgard and

Earth with Monstrous accuracy

Talents: The Enchantress has a wide knowledge of Occult Lore and also a Mystic Background.

Contacts: The Enchantress' past partners have included Loki, Ares, Arkon, Mandarin, the first Masters of Evil, and the now-deceased Executioner who was slavishly devoted to her for a long period of time. Due to her recent heroism in a battle against Surtur, she is held in good regard by most of Asgard despite her villainous past.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Enchantress is a scheming opportunist, but will help others when her own plans are in danger. Amora lives for the attention of males and will go out of her way to seduce men who have struck her fancy.

HISTORY

Amora was born somewhere in Asgard, though her parentage is unknown. While still in adolescence, she ran away to the land of the Norns and apprenticed herself to Karnilla,

one of the most powerful sorceresses in all the Asgardian dimension. There she studied all the basic arts of Asgardian magic until Karnilla expelled her for being too undisciplined. She picked up further sorcerous skills by seducing other Asgardians mages and wizards.

Centuries ago, Amora enlisted Brunnhilda, leader of Odin's Valkyries, in her plans of conquest. However, Brunnhilda soon became aware of Amora's immoral ends, and sought to end their partnership. Amora then used her magic to entrap Brunnhilda within a mystical crystal of souls. Only recently has Brunnhilda been freed from Amora's spell.

The Enchantress seduced Skurge the Executioner into assisting her in many of her schemes over the years. But while the Executioner was so infatuated with the Enchantress that he would do anything for her, she continually withheld her favors from him to keep him in thrall.

In her first encounter with Thor after he gained his human identity of Don Blake, she attempted unsuccessfully to seduce Blake, and then ordered the Executioner to dispose of Jane Foster, the mortal woman Thor then loved. Thor saved Foster

and defeated both the Enchantress and Executioner.

In the years that followed, the Enchantress also allied herself with Loki, Baron Heinrich Zemo, the Mandarin, and Arkon in pursuit of her goals of power and vengeance upon her enemies. Her most frequent adversaries during these years have been Thor and the Avengers. She used one of Zemo's machines to transform one of the Baron's mercenaries into the first Power Man.

The Enchantress's crimes have earned her Odin's wrath, and she has suffered exile from Asgard in the past. However, she and the Executioner both came to Asgard's aid in its recent war with Surtur. In retaliation for her younger sister Lorelei's rude refusal to join her in battling Surtur, the Enchantress used sorcery to make Lorelei fall in love with Loki.

Despite her recent heroism, the Enchantress basically remains an opportunist seeking her own ends. Finally tiring of the Enchantress's contemptuous treatment of him, the Executioner nobly sacrificed his life on a mission with Thor into Hel, the realm of the goddess Hela. The Enchantress's reaction to Skurge's death is as yet unrecorded.

Montana

STATISTICS:

F GD (10)
A EX (20)
S TY (6)
E GD (10)
R GD (10)
I TY (6)
P TY (6)

Health: 46

Karma: 22

Resources: GD (10)

Popularity: -5

BACKGROUND

Real Name: Jackson W. Brice

Occupation: Professional criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: Bosman, Montana

Marital Status: Single

Known Relatives: Single

Base of Operations: New York City

Past Group Affiliations: Member of the Enforcers

Present Group Affiliation:

KNOWN POWERS:

Lariat: Montana uses a steel-fiber lasso made of Remarkable material. He can employ it up to 3 areas away to trap a single opponent. This acts as a Remarkable grapple. As long as the target is ensnared, he takes a -2 CS to physical actions. He can also attempt to pull the rope away from Montana with a Strength FEAT roll.

TALENTS: Montana is a Weapon Specialist with the lariat.

CONTACTS: The Enforcers have worked for the Big Man, the Sandman, the Big Man's daughter, Crime-master's son, the Lightmaster, and the Kingpin.

ROLE-PLAYING NOTES:

Montana is a strong, silent type, following orders to the best of his ability. He is not particularly showy with his lariat skills.

Fancy Dan

STATISTICS

F EX (20)
A GD (10)
S GD (10)
E TY (6)
R GD (10)
I TY (6)
P TY (6)

Health: 46

Karma: 22

Resources: GD (10)

Popularity: -5

BACKGROUND

Real Name: Daniel Brito

Occupation: Professional Criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: Brooklyn, New York

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Member of the Enforcers

Present Group Affiliation:

KNOWN POWERS:

Hardened Hands: Due to his years of training, Fancy Dan can do Remarkable damage with his bare hands.

TALENTS: Fancy Dan has Martial Arts A & E.

CONTACTS: The Enforcers have worked for the Big Man, the Sandman, the Big Man's daughter, Crime-master's son, the Lightmaster, and the Kingpin.

ROLE-PLAYING NOTES:

Because of his short size, Fancy Dan is obnoxious and aggressive. He enjoys taking down big men.

Ox

STATISTICS:

F RM (30)
A TY (6)
S RM (30)
E EX (20)
R PR (4)
I PR (4)
P PR (4)

Health: 86

Karma: 18

Resources: TY (6)

Popularity: -6

BACKGROUND

Real Name: (original) Raymond Bloch, (new) Ronald Bloch

Occupation: Professional criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: (both) Seaside Heights, New Jersey

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Member of the Enforcers

Present Group Affiliation:

KNOWN POWERS:

None

TALENTS: None

CONTACTS: The Enforcers have worked for the Big Man, the Sandman, the Big Man's daughter, Crime-master's son, the Lightmaster, and the Kingpin.

ROLE-PLAYING NOTES:

The second Ox is the brother of the first, who died fighting Daredevil. Both were extremely strong fighters but were mentally slow. They tended to let Fancy Dan and Montana do the thinking for the group.

Snake Marston

STATISTICS:

F	GD (10)
A	GD (10)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 40

Karma: 18

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Sylvester Marston**Occupation:** Professional criminal**Legal Status:** Citizen of Canada with a criminal record**Identity:** Publicly known**Place of Birth:** Ontario, Canada**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Formerly Ontario, now New York City**Past Group Affiliations:** Rejected member of Gamma Flight, member of the Enforcers**Present Group Affiliation:**

KNOWN POWERS:

Contortionist: Marston can contort his body so as to entangle an opponent. This ability gives him a +2 CS to hit when grappling and escaping. Those grappled cannot make directed attacks until they have freed themselves, although they can use a power that does not require a directed effort, such as the Human Torch igniting. Snake can move through any opening up to 1(FM) square and can fit his entire body into an area as small as a 2(FM) cube.

TALENTS: None**CONTACTS:** As an Enforcer Marston has worked for the Kingpin.

ROLE-PLAYING NOTES:

Marston keeps to himself and prefers to surprise opponents in combat. He tends to work more with his partner Harrison than with the other Enforcers, and will often hold an opponent immobile while Hammer slugs the victim.

Hammer Harrison

STATISTICS:

F	EX (20)
A	TY (6)
S	GD (10)
E	GD (10)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 46

Karma: 26

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Willard Harrison**Occupation:** Former boxer, now professional criminal**Legal Status:** Citizen of the U.S. with a criminal record**Identity:** Publicly known**Place of Birth:** Pittsburgh, Pennsylvania**Marital Status:** Single**Known Relatives:** None**Base of Operations:** New York City**Past Group Affiliations:** Member of the Enforcers**Present Group Affiliation:**

KNOWN POWERS:

Steel Gloves: Harrison wears a pair of steel gloves which allow him to do Excellent damage and Stun and Slam opponents of up to Amazing Endurance.

TALENTS: Harrison has Martial Arts B.**CONTACTS:** As an Enforcer Marston has worked for the Kingpin.

ROLE-PLAYING NOTES:

Hammer Harrison is a brutal man, kicked out of boxing when he nearly killed an opponent. He had fought in several fixed fights and used his contacts to become a mob enforcer. He met Marston and the two have worked as a team for several years. They were recently hired by the Kingpin to work as Enforcers. Harrison will go to Snake's aid before helping Fancy Dan, Ox, or Montana.

HISTORY

The Enforcers is a small band of criminals who work together, usually as employees of a criminal leader who uses them to enforce his decisions, to physically overpower opponents into submission, or to kill adversaries. Although none of the Enforcers have actual superhuman powers, each is highly trained in his own method of combat. Together they have proved to be formidable opponents even to superhuman adversaries like Spider-Man.

The Enforcers originally consisted solely of Fancy Dan, Montana, and the original Ox. Fancy Dan, although diminutive in height, is a highly skilled hand-to-hand combatant trained in judo and karate, possessing great agility. Montana is a master of the lariat. The Ox was dull-witted, but his strength was enormous although not superhuman.

After a series of battles against Spider-Man, Ox was exposed to lethal radiation and died.

The two other Enforcers served lengthy prison sentences until upon parole they were hired by the Lightmaster, who brought a new Ox into the team who was the original's twin brother. The new Ox was also dull-witted and had great but not superhuman strength.

Recently, two new members joined the Enforcers while they were working for a branch of the Kingpin's organization. One is "Hammer" Harrison, a former professional boxer who wears steel-plated gloves. The other is "Snake" Marston, master contortionist who can hold an opponent helpless by winding himself around him. The Enforcers' most frequent nemesis, Spider-Man, teamed with the reformed Sandman to defeat the expanded team. The present whereabouts and activities of the Enforcers are unknown.

STATISTICS:

F TY (6)
A GD (10)
S TY (6)
E RM (30)
R TY (6)
I EX (20)
P RM (30)

Health: 52

Karma: 56

Resources: TY (6)

Popularity: 10

BACKGROUND

Real Name: Bonita Juarez

Occupation: Social Worker

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Taos, New Mexico

Marital Status: Single

Known Relatives: None

Base of Operations: New Mexico

Past Group Affiliations: Former member of the Texas Rangers, provisional member of the West Coast Avengers

Present Group Affiliation:

KNOWN POWERS:

Fire & Force Generation: Espirita can generate bolts of Amazing Intensity flame or Incredible force; these bolts have a range of 2 areas. She cannot use both types simultaneously. She can do one power stunt:
* **Firebird Effect**—Espirita can fill 3 areas (including the one she is in) with a blast of Amazing Intensity Flame shaped like a large bird.

Body Armor: When flying or using her flame powers, Espirita is surrounded by a sheath of flame. These flames automatically destroy weapons of Remarkable strength material or less. Any attacker who touches Espirita's flaming body suffers Remarkable damage. Espirita cannot use this armor when making a force attack.

Resistance to Fire & Heat: Espirita has Unearthly resistance to these forms of attack.

Invulnerability: For causes as yet unknown, Espirita is unaffected by disease, poison, or the rigors of

space.

Flight: Espirita can fly at Excellent speed.

Magic Detection: Espirita has Excellent magic detection powers.

Visions: From time to time Espirita has received mystical visions. To date she has seen the death of a 19th century woman who may have been her ancestor, and a premonition of Henry Pym's suicide attempt. These occur very infrequently.



TALENTS: Bonita has training in social work. Despite the original evidence, Espirita may now have the Mystic Background skill.

CONTACTS: Espirita was a member of the Rangers, but that team has disbanded and two of its members are now opposing the West Coast Avengers, of which Espirita is a provisional member.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Originally Bonita was a somewhat naive girl possessed of amazing powers that she did not understand. Recently she has come to believe that her abilities are a gift from God. Taking the name of Espirita, she now uses her powers to fight the good fight.

HISTORY

Bonita Juarez was walking across the desert near Albuquerque, New Mexico, when a huge ball of cold fire plummeted out of the sky and struck the sand ten feet from where she stood. Bathed in its extraterrestrial radiation, Juarez soon discovered that she had acquired vast energy-wielding powers. Believing the fireball to be a manifestation of the American Indian legend of the firebird, Juarez fashioned herself a costume and decided to use her powers to help the people of the Southwest under the name of Firebird.

Firebird intercepted a shortwave distress call meant for the Avengers, and met with four other superhuman crimefighters also responding to the call. After handling the menace of the Corrupter, the five champions, Firebird, Red Wolf, Shooting Star, Texas Twister, and Night Rider,

decided to band together as the Rangers whenever a menace threatened too large for them to handle individually. However, partly because the various Rangers were geographically scattered across the American Southwest, their gatherings were infrequent. When her encounter with the sorcerer Master Pandemonium took her to the West Coast Avengers, Firebird assisted the team in their battle against him. She was nominated for membership in the West Coast Avengers by Mockingbird, and was granted provisional status.

Shortly after her membership nomination, Bonita took a leave of absence. She returned in the new identity of Espirita and counselled Henry Pym to avoid suicide. She now believes that she was given her powers to act as a direct agent of God. After helping out the West Coast Avengers briefly, she departed once more.

Ikaris

STATISTICS:

F	IN (40)
A	RM (30)
S	AM (50)
E	MN (75)
R	EX (20)
I	RM (30)
P	RM (30)

Health: 195

Karma: 80

Resources: RM (30)

Popularity: 10

BACKGROUND

Real Name: Ikaris

Occupation: Warrior, former archaeologist's guide, professional wrestler

Legal Status: Citizen of Olympia

Identity: Secret

Place of Birth: Polaria, Siberia

Marital Status: Widower

Known Relatives: Ikaris (son, deceased), Virako (father, deceased), Valkin (uncle)

Base of Operations: Mobile

Past Group Affiliations: Eternals of Earth

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Ikaris is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Ikaris can manipulate Cosmic Energy at Monstrous Rank. He has developed no power stunts.

Flight: Ikaris can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: Ikaris can transmute non-living matter with Remarkable ability. He can also generate illusions to change his appearance and read minds at Remarkable rank. He can create a force field of Amazing strength. Ikaris can also psionically teleport himself at Shift Z rank, but must make a Red Psyche

FEAT roll to do so. If he succeeds he must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Ikaris, like all Eternals, can form the Uni-Mind (Judge's Book, pg. 61).

Prime Eternalship: Ikaris, as the current Prima Eternal, possesses extra powers. His Cosmic Energy and Psionic matter manipulation powers are boosted one rank. If he resigns or this position is taken from him in challenge, he loses these extra ranks.

TALENTS: Ikaris a trained wrestler, and has this Talent.

CONTACTS: Ikaris currently leads the remaining Eternals on Earth. He is on good terms with both teams of Avengers, particularly Thor, and James Rhodes. He also has contacts in professional wrestling circles, where he has fought as "Iceberg" Ike Harris.

ROLE-PLAYING NOTES:

Ikaris tends to be headstrong, but is basically a good leader with the best interests of the Eternals at heart.

Makkari

STATISTICS:

F	EX (20)
A	AM (50)
S	AM (50)
E	AM (50)
R	RM (30)
I	RM (30)
P	RM (30)

Health: 170

Karma: 90

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Makkari

Occupation: Amateur technologist

Legal Status: Citizen of Olympia

Identity: Makkari's existence is known to the general populace of Earth, which tends not to believe that he is an Eternal or that Eternals exist.

Place of Birth: Olympia, Greece

Marital Status: Single

Known Relatives: None

Base of Operations: Olympia, Greece

Past Group Affiliations: Eternals of Greece

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Makkari is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Makkari can usually manipulate Cosmic Energy at Excellent Rank. He can use Cosmic Energy to boost his running speed to Class 5000. He has developed one Power Stunt with his running:

* By running over water, Makkari can generate a tidal wave that does Monstrous damage to anything it strikes up to 4 areas ahead of it. He can make the waves as wide as he wishes.

Flight: Makkari can fly at Shift Y speeds (100 areas/rd).

Psionic Abilities: Makkari can transmute non-living matter with Excellent ability. He can also generate illusions to change his appearance and use telekinesis at Excellent rank. Makkari can also psionically teleport himself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If he succeeds he must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Makkari, like all Eternals, can form the Uni-Mind.

TALENTS: Makkari has the Piloting Talent, usable with any type of vehicle, Eternal or human, as well as the Repair/Tinkering skill with vehicles only.

CONTACTS: Makkari is a member of the Eternals.

ROLE-PLAYING NOTES:

Although Makkari is over three thousand years old, he still displays many adolescent qualities. He has a boyish charm and eagerness for adventure which tend to set him apart from the older, more mature Eternals.

Sersi

STATISTICS:

F GD (10)
A RM (30)
S AM (50)
E AM (50)
R EX (20)
I RM (30)
P IN (40)

Health: 140

Karma: 90

Resources: RM (30)

Popularity: 25

BACKGROUND

Real Name: Sersi

Occupation: Dancer, actress, former stage magician, hedonist

Legal Status: Citizen of Olympia, naturalized citizen of the U.S. with no criminal record

Identity: The fact that Sersi is an Eternal has been publicly revealed but is generally disbelieved

Place of Birth: Olympia, Greece

Marital Status: Unrevealed, but unmarried at present

Known Relatives: Helios (father), Perse (mother)

Base of Operations: New York City

Past Group Affiliations: Eternals of Earth

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Sersi is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. She does not age and can still be affected by Stun, Slam, and Kill results. She is only affected by a Kill result that would scatter her atoms over a wide area of space.

Cosmic Energy Manipulation: Sersi can manipulate Cosmic Energy at Amazing Rank. She has developed no power stunts.

Flight: Sersi can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: Sersi can transmute living and non-living matter with Unearthly ability. She can also generate illusions affecting all five senses at Unearthly rank and read and control minds at Excellent rank. She cannot read Deviant minds, although she can control them. She has telekinesis at Incredible Rank.

Sersi can also psionically teleport herself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If she succeeds she must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Sersi, like all Eternals, can form the Uni-Mind.

TALENTS: Sersi is an accomplished dancer and connoisseur.

CONTACTS: Sersi is a member of the Eternals, although she rarely meets with them except in times of trouble. She has many social Connections around the world. She is also a close friend of Professor Daniel Damien, an archaeologist who lectures at New York University.

ROLE-PLAYING NOTES:

Ever the hedonist, Sersi has surrounded herself with the finest that matter-manipulation can produce. Even in mortal combat she never wavers from the finest of social grace. Although her fellow Eternals consider her somewhat flighty, she is a staunch ally when the world is in danger from some Deviant plot.

Thena

STATISTICS:

F RM (30)
A RM (30)
S AM (50)
E MN (75)
R RM (30)
I RM (30)
P RM (30)

Health: 185

Karma: 90

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Thena (changed by royal decree from her original name, Azura)

Occupation: Former leader of the Eternals of Earth

Legal Status: Citizen of Olympia

Identity: The fact that Thena is a Eternal has been publicly revealed, but is generally disbelieved by the general populace of Earth

Place of Birth: Olympia, Greece

Marital Status: Single

Known Relatives: Zuras (father, deceased), Cybele (mother), Mentor (uncle)

Base of Operations: Mobile

Past Group Affiliations: Eternals of Earth, partner of Kro

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Thena is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. She does not age and can still be affected by Stun, Slam, and Kill results. She is only affected by a Kill result that would scatter her atoms over a wide area of space.

Cosmic Energy Manipulation: Thena can manipulate Cosmic Energy at Unearthly Rank. She has developed no power stunts.

Flight: Thena can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: Thena can transmute non-living matter with Amazing ability. She can also generate illusions and read minds at Remarkable rank.

Thena can also psionically teleport herself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If she succeeds she must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Thena, like all Eternals, can form the Uni-Mind.

Prime Eternalship: When Thena

ruled as Prima Eternal, she was given extra powers. Her Cosmic Energy and Psionic matter manipulation powers were boosted one rank.

TALENTS: None

CONTACTS: Thana was the former leader of the remaining Eternals on Earth. She and Kro have been romantically involved in the past, but their current relationship is somewhat strained.

ROLE-PLAYING NOTES:

Although Thana is normally extremely strong-willed, she has but recently emerged from the mind-sapping influence of a brain-mine put on her by her ex-lover, Kro. She still seems to have some affection for Kro, but his recent actions have put a damper on their relationship.

Mentor

STATISTICS:

F EX (20)
A EX (20)
S AM (50)
E AM (50)
R IN (40)
I RM (30)
P IN (40)
Health: 140
Karma: 110
Resources: RM (30)
Popularity: 0 (50 on Titan)

BACKGROUND

Real Name: Alars
Occupation: Ruler of the Eternals of Titan
Legal Status: Citizen of Titan
Identity: Mentor's existence is unknown to the populace of Earth.
Place of Birth: Titanos, Northern Asia
Marital Status: Widowed
Known Relatives: Chronos (father), Daina (mother), Sui-San (wife, deceased), Zuras (brother, deceased), Thana (niece), Cybele (sister-in-law), Thanos (son, deceased), Eros (son), Nebula (great-granddaughter)
Base of Operations: Titan
Past Group Affiliations: Eternals of Titan

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Mentor is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Mentor can manipulate Cosmic Energy at Monstrous Rank. He has developed no power stunts.

Flight: Mentor can fly at Shift X speeds (50 areas/rd).

TALENTS: Mentor has the Leadership talent. He is also well versed in computers and technology, and possesses Amazing reason when dealing with machinery.

CONTACTS: Mentor is well-known by the Avengers, and can call on their aid when need be. The Eternals of Titan are distant from those on Earth, and Mentor would be unlikely to ask his brother's people for assistance in any matter.

ROLE-PLAYING NOTES:

Mentor has seen his civilization reduced to a handful of survivors at the hands of his son Thanos, but he has never given in to feelings of hopelessness and doom. With Thanos' threat finally ended, Mentor has begun more productive tasks. He is a man who has learned great wisdom over his long life, and he employs it well.

Forgotten One

STATISTICS:

F MN (75)
A RM (30)
S UN (100)
E UN (100)
R EX (20)
I RM (30)
P RM (30)
Health: 305
Karma: 80
Resources: RM (30)
Popularity:

BACKGROUND

Real Name: Unrevealed
Occupation: Agent of the Celestials, Adventurer, Warrior
Legal Status: Citizen of Olympia
Identity: Known to the Eternals, but unknown to the general public of Earth, who attribute many of his great feats in ancient times to him under different names, none of which is his true name.
Place of Birth: Unrevealed
Marital Status: Unrevealed
Known Relatives: None
Base of Operations: Formerly Olympia, now Mobile
Past Group Affiliations: Olympian Eternals
Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: The Forgotten One is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: The Forgotten One can manipulate Cosmic Energy at Amazing Rank. He has developed no power stunts.

Flight: The Forgotten One can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: The Forgotten One can generate Illusions of Remarkable rank to disguise his own appearance. During the period when the Forgotten One was blind, he possessed undefined sensory powers of Excellent rank that allowed him to compensate for his blindness. Forgotten One can also psionically teleport himself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If he succeeds he must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Forgotten One, like all Eternals, can form the Uni-Mind.

TALENTS: The Forgotten One is a

skilled fighter, with Martial Arts A, C, and E, and Wrestling. He is familiar with the space vehicles that the Eternals employ. He presumably knows most "dead" human languages from his years of wandering.

CONTACTS: The Forgotten One is on good terms with the remaining Eternals on Earth, as well as Thor. He has acted and presumably is still acting as an agent of the Celestials on Earth.

ROLE-PLAYING NOTES:

The Eternal now known only as "the Forgotten One" is somewhat somber and grim. He believes in the triumph of good over evil, to the point where he disobeyed Zuras' orders and intervened in the affairs of humanity by fighting tyrants. His years as an exile from Olympia have left him feeling estranged from his fellow Eternals, and he tends to act as a lone agent.

Khoryphos

STATISTICS:

F	TY (6)
A	GD (10)
S	IN (40)
E	AM (50)
R	EX (20)
I	IN (40)
P	RM (30)

Health: 106

Karma: 90

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Khoryphos

Occupation: Musician, composer

Legal Status: Citizen of Olympia

Identity: Khoryphos' existence is unknown to the general populace of Earth

Place of Birth: Olympia

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Olympia

Past Group Affiliations: Eternals of Earth

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Khoryphos is

Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Khoryphos can manipulate Cosmic Energy at Excellent Rank. He has developed no power stunts.

Flight: Khoryphos can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: Khoryphos can generate Illusions of Remarkable rank to disguise his own appearance. He can reshape inanimate objects at Incredible rank. Khoryphos can also psionically teleport himself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If he succeeds he must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Khoryphos, like all Eternals, can form the Uni-Mind.

TALENTS: Khoryphos has the Performer talent for all known forms of music, both vocal and instrumental.

CONTACTS: Khoryphos is on friendly terms with the other Eternals of Earth.

ROLE-PLAYING NOTES:

Khoryphos is devoted almost entirely to his music. A third or fourth generation Eternal, he is at least 5,000 years old, but is still boyish in both appearance and manner. He is a unskilled fighter, but still willing to help his Eternals when his assistance is required.

Phastos

STATISTICS:

F	RM (30)
A	EX (20)
S	AM (50)
E	MN (75)
R	IN (40)
I	EX (20)

P RM (30)

Health: 140

Karma: 90

Resources: IN (40)

Popularity: 5

BACKGROUND

Real Name: Phastos

Occupation: Technologist, chief engineer of a steel mill

Legal Status: Citizen of Olympia, citizen of West Germany with no criminal record

Identity: The general populace of Earth does not know that Phastos is an Eternal.

Place of Birth: Unrevealed, presumably Olympia, Greece

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Ruhr Valley, West Germany

Past Group Affiliations: Eternal of Earth

Present Group Affiliation:

KNOWN POWERS:

Invulnerabilities: Phastos is Invulnerable to Heat, Cold, Energy, Electricity, Radiation, Toxins, and Disease. He does not age and can still be affected by Stun, Slam, and Kill results. He is only affected by a Kill result that would scatter his atoms over a wide area of space.

Cosmic Energy Manipulation: Phastos can manipulate Cosmic Energy at Amazing Rank. He has developed no power stunts.

Flight: Phastos can fly at Shift X speeds (50 areas/rd).

Psionic Abilities: Phastos can generate Illusions of Remarkable rank to disguise his own appearance. He can shape inorganic objects at Amazing rank. Phastos can also psionically teleport himself at Shift Z rank, but must make a Red Psyche FEAT roll to do so. If he succeeds he must make another Red Endurance FEAT roll or be paralyzed with pain for 1-10 rounds. No Karma can be spent on either of these rolls.

Uni-Mind: Phastos, like all Eternals, can form the Uni-Mind.

Hammer: Phastos wields a Hammer made of Monstrous Strength material that can do Monstrous Energy or Force damage up to 3 areas away.

TALENTS: Phastos has the Engineering and the Repair/Tinkering skills.

CONTACTS: Phastos is on good terms with the other Eternals of Earth. He presumably has a number of Political and Business Contacts in West Germany.

ROLE-PLAYING NOTES:

Phastos is obsessed with some secret sorrow which convinced him of the meaningless of life. He is searching for some unidentified object or person to the extent of all else. This accounts for his remaining on Earth and refusing to help Ikaris and the other Eternals in their fight against Ghaur and the Deviants.

HISTORY

The Eternals are an evolutionary offshoot of humanity living on Earth who possess greater powers and longer lifespans than the mainstream human race. The Eternals first came into being about a million years ago when the extraterrestrial Celestials arrived on Earth to perform genetic experiments on the nascent human race. To test the adaptability of the human gene, the Celestials accelerated the evolution of a handful of subjects and gave them the genetic potential to mentally manipulate limited quantities of cosmic energy, as well as other superhuman traits. Thus the Celestials created the race of Eternals. The Celestials also performed experiments on Earth that led to the creation of the Deviants, and to the implantation of latent genetic material in other specimens of humanity's ancestors that would one day permit benevolent mutations in human beings.

At first the Eternal's genetic potential for extraordinarily long lifespans and virtual invulnerability lay dormant. A devastating civil war eventually broke out among the first known

generation of Eternals. The two opposing factions, one led by Kronos (whose name is also spelled "Chronos") and one by his brother Uranos, clashed in a conflict of ideologies over their people's destiny. Chronos's side prevailed, and the warlike Uranos and his surviving band of followers were exiled into outer space. The exiles found a supply depot left by the alien Kree on the planet now known as Uranus, and used it to construct a spaceship in which they attempted to return to Earth and renew their war with their brethren. Four Eternals stayed on Uranus and gave rise to a small colony of Uranian Eternals, which, however, was wiped out in the twentieth century. The rest of Uranos's followers were attacked by a Kree armada before reaching Earth. The survivors among Uranos's band built a civilization on Saturn's moon Titan. One of Uranos's followers, Arlok, was taken by the Kree for vivisection. Learning that the being had derived from Earth, the Kree determined to perform genetic experiments on Earth's pre-humans themselves. Their experiments would result in the Inhumans.

Kronos was working in his laboratory in the Earth Eternals' city of Titanos on an experiment with cosmic energy when he accidentally caused an explosion that demolished Titanos and subjected the Eternals to a cosmic particle bombardment. This irradiation activated the latent genes in the Eternals that gave them their long lifespans and virtual invulnerability, and enabled them to pass these active genes down to the children produced by any mated couple of Earth Eternals. (There is as yet no known example of an Eternal and a human mate together producing a child with Eternal superhuman traits.) Kronos's atoms were scattered, but his astral form still survives on this plane of reality.

After Kronos's physical death, his eldest sons, Zuras and Alars, initiated the first creation of the Uni-Mind, a collective melding of the minds and bodies of the Eternals. While in the form of the Uni-Mind, the Eternals determined that Zuras

should be Kronos's successor as their leader. To avoid disunity among the Eternals, Alars, who differed with Zuras as to what the Eternals' goals should be, left for outer space. Eventually, Alars arrived on Titan, where he mated with Sui-San, the last survivor of a civil war among the Eternals there. Together Alars and Sui-San repopulated Titan. However, since Sui-San was not affected by Kronos's cosmic energy, their children were stronger and longer-lived than the Eternals previously living on Titan, but not as powerful or long-lived as the Eternals of Earth. Alars renamed himself Mentor and the race of Titanian Eternals, although recently greatly reduced in numbers, still exists today.

Zuras directed the construction of the principal city of the Eternals, Olympia, in a mountainous region in Greece. Two other major Eternal cities were founded: Polaria in Siberia and Oceana in the Pacific. Many Eternals have lived among ordinary human beings over the centuries.

Olympia lay near the principal nexus between Earth's dimension and that of the Olympian gods on Mount Olympus. Zuras and Zeus, leader of the Olympian gods, made a mutual non-interference pact between their two races. The people of ancient Greece and Rome often confused the Olympians Eternals with the Olympian gods. Over the centuries the Eternals have continually fought the Deviants' attempts to gain power.

In recent years the Fourth Host of the Celestials arrived on Earth to judge humanity. Fearing that the Celestials would destroy Earth if they judged against its people, Zuras led the Eternals against the Celestials, who retaliated by killing him. The Celestials judged in Earth's favor and left Earth.

Zuras's daughter Thena contacted Zuras's spirit before it left his plane of reality and thus learned that the Eternals were to leave Earth to explore space now that the Celestials had departed. Virtually all of Earth's Eternals left for space in the form of the Uni-Mind. However, the Eternals' collective consciousness in the Uni-Mind decreed that a small number of Eternals who were parti-

curly involved in Earthly matters remain behind. Among the Eternals known to still live on Earth are Thena, their new ruler, Ikaris, Sersi, Makkari, the Forgotten One, Kingo Sune, Sprite, Cybele, Phastos, Khoryphos, and Interloper.

The life force of all the Eternals of Earth is augmented by cosmic energy. Moreover each of the Eternals of Earth maintains a virtually unbreakable mental control over the processes and structure of his or her body, even when he or she is asleep or unconscious. As a result, the Eternals of Earth have lifespans that last thousands of years, are immune to disease and aging, are virtually indestructible, and, if somehow injured, can regenerate injured or missing organic tissue. There are only two known means by which Earth Eternals can die. One is through an injury that disperses a significant portion of the Eternal's body molecules. The other involves overwhelming and breaking the Eternal's mental hold over his or her own body. Once this hold is broken, then the Eternal can be injured or killed through conventional means. An Eternal's control over his or her body allows him or her to appear at whatever age he or she wishes. Hence, although many known Eternals have lived for at least several thousand years, they appear to be in their twenties. Cosmic energy bolsters the metabolism of Eternals so they do not tire from physical exertion. Through mental

concentration they can resist temperature extremes.

Eternals are born with the potential for various superhuman abilities. Although an Eternal may be born with less potential for one ability than another, he or she can overcome that difference through training. Eternals develop their superhuman abilities through training and discipline over their long lives. Each Eternal is guided by personal desires in deciding how far to develop a specific ability. Sersi, for example, is acknowledged to have developed her talent for matter rearrangement far more than any other known Eternal has.

All Eternals have superhuman strength and an average Eternal can lift (press) about 15 tons without using his or her mental powers to negate the force of gravity on whatever he or she is lifting.

Eternals can levitate themselves by mentally manipulating gravitons (subatomic particles carrying the force of gravitational attraction between atoms) around them. An Eternal can so levitate other persons or objects while simultaneously levitating himself or herself. Eternals can "fly" at great speed through levitation, and the average Eternal can thus travel at 600 miles per hour.

Eternals can mentally create illusions so as to disguise themselves. They can also psionically manipulate atoms and molecules so as to transform an object's shape. However, this ability is highly limited in most Eternals.

Eternals can project cosmic

energy in the form of beams from their eyes or beams or flashes from their hands. This cosmic energy, stored in specialized enclaves of cells in their bodies, can be used as force, heat, light, and possibly other forms of electromagnetic energy. An average Eternal can project a maximum concussive force of at least 200 pound per square inch and heat reaching a maximum temperature of 2000 degrees Fahrenheit. The maximum effective range for an average Eternal's energy beams seems to be about 175 feet. The expenditure of cosmic energy in this way continually for several hours will temporarily deplete an Eternal's physical strength, but not his or her resistance to injury, although it will temporarily increase his or her sensitivity to pain. However, the Eternal will rapidly return to normal after such lengthy energy expenditure is over.

Several Eternals are also known to be able to teleport themselves psionically.

The Eternals have an extremely low birthrate among themselves, having one child every millennium or so. However, those Eternals who choose to mate with ordinary human beings often have children much more frequently, although these children will not themselves be Eternals. Hence the population level of the Eternals has remained very stable over thousands of years.

STATISTICS:

F MN (75)
 A EX (20)
 S AM (50)
 E UN (100)
 R GD (10)
 I TY (6)
 P EX (20)

Health: 245

Karma: 36

Resources: GD (10)

Popularity: -20

BACKGROUND

Real Name: Skurge

Occupation: Warrior

Legal Status: Citizen of Asgard, former citizen of Jotunheim

Identity: The Executioner's public battles against the Avengers were widely reported on Earth, but people on Earth tend not to believe he was an Asgardian god.

Place of Birth: Jotunheim

Marital Status: Single

Known Relatives: None

Base of Operations: Formerly Asgard, formerly Earth for a short time, now Valhalla

Past Group Affiliations: Frequent ally of Amora the Enchantress, former member of the Masters of Evil I, former ally of Loki and the Mandarin, now a member of the Einjerjar

Present Group Affiliation:

KNOWN POWERS:

Body Armor: The Executioner's tough skin provided Remarkable protection from physical attacks and Good protection from energy attacks.

Resistances: Skurge had Incredible Resistance to heat and Excellent Resistance to cold.

Enhanced Vision: The Executioner had Incredible eyesight.

Magical Axe: The Executioner wielded a double-bladed weapon made of Unearthly material which inflicted Amazing Edged Damage. He could throw it up to 10 areas away, but it possessed no enchantment to return to his hand. It was enchanted with the following abilities:



* **Dimensional Aperture**—The axe could cut through the barriers between dimensions, allowing travel between them. It could also cut through space, allowing through the heat of stars (Class 1000 Intensity) or the cold of the void (Monstrous Intensity).

* The axe could disrupt magical illusions of up to Shift Z rank, revealing the true identity beneath.

TALENTS: Skurge was a Weapon Specialist with his axe, giving him a +2 CS.

CONTACTS: The Executioner was a

member of the first Masters of Evil, and later worked for the Mandarin. He has also worked for Loki, and was devoted to the Enchantress. After his death he was declared a hero of Asgard.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Throughout much of his life Skurge was a braggart and a bully, seeking to conquer all who his prowess could humble. He did this not for his own glory, but for that of the Enchantress, who held Skurge under her sway. Freed from her wiles, he sought slace in battle and won a place for himself in the halls of Valhalla where to this day he readies himself for battle.

HISTORY

A great warrior, Skurge gained the epithet "The Executioner" through his prowess in killing many of the Storm Giants during one of the wars between Jotunheim and Asgard. Skurge was made a citizen of Asgard, but he chose to lead a solitary life there, in part due to his grim disposition, and in part because he did not feel himself truly accepted by the Asgardians as one of them.

Although Skurge found pleasure in exercising his skills as a warrior, the only real source of joy in his life was his passionate devotion to Amora the Enchantress, whose beauty is rivaled among Asgardian goddesses only by her sister Lorelei.

The Enchantress and the Executioner battled Thor and then Balder over the fate of Jane Foster, a frequent victim of Loki's machinations. After the fight with Thor, Amora and Skurge were exiled to Earth, whereupon they joined the original Masters of Evil. They escaped when the Avengers defeated that group, and fought Balder over Jane Foster. Amora and Skurge fled when Thor appeared.

The Executioner parted from the Enchantress and journeyed into an alternate future of the 25th century, where he was defeated by the Hulk, who had also traveled there through time. Returning to the time period he left, the Executioner was reunited with the Enchantress and together they aided the Mandarin in an attempt at world conquest that was thwarted by the Avengers. Still later, the Enchantress and the Executioner led legions of trolls in an attempt

to conquer Asgard itself. This attempt, however, was thwarted by the Hulk, whom Loki had transported to Asgard, and by Odin himself. Much later, the Enchantress and Executioner aided Loki in gaining the throne of Asgard but Odin soon returned to power.

Despite their past treason, the Enchantress and the Executioner nevertheless fought on the side of Asgard against the legions of Muspelheim when the latter realm's ruler, Surtur, attempted to destroy Asgard. Following the victory over Surtur and his hordes of followers, Amora and Skurge, both of whom had once been exiled from Asgard, lived there at peace with its inhabitants at least to all appearances.

Amora, however, turned her attention to winning Heimdall, sentry of Asgard, as a lover. Skurge felt humiliated and betrayed by Amora. In deep emotional pain, and believing Amora to have faithlessly deserted him for Heimdall, Skurge sought to find solace in turning his attention to battle. Therefore, the Executioner volunteered to join his past enemy Thor and the Einherjar (the warriors of Valhalla) in their expedition to Hel, the realm of Hela, the death goddess. Through the machinations of Malekith the Accursed, ruler of the Dark Elves, the souls of various mortals from Earth had been separated from their bodies and sent to dwell in Hel. Thor was determined to rescue these souls and restore them to their living bodies.

Within Hel the Executioner believed he saw the Enchantress, who claimed that she had been killed, and that she loved Skurge passionately and wanted him to stay in Hel with her for eternity. But when Balder who had also accompanied Thor to Hel, pointed out that the "Enchantress" Skurge saw there was not what she seemed, Skurge used his enchanted axe to destroy the illusion, revealing the seeming Enchantress to be Mordonna, a pawn of Hela. Hela then tried to persuade Thor that the Executioner was in league with herself. Then Hela declared that Skurge would sail with her warriors, the spirits of the damned, aboard the ship called the

Naglfar, which had taken millennia to build, to conquer Asgard. Infuriated at his being manipulated by Hela and Mordonna the Executioner refused to serve the demi-goddess and used his enchanted axe to cleave through the dimensions, thereby releasing titanic energy that destroyed Naglfar. In the process Skurge's axe was also destroyed.

Thor, Balder, the Executioner, the Einherjar, and the rescued mortal souls left the Helway the path leading out of Hel with Hela's forces in pursuit. Thor and his companions finally reached Gjallerbru, the golden bridge spanning the river Gjoll, the boundary that marks the end of Hela's domain. Thor declared that he himself would remain behind to hold off Hela's hordes while the others escaped. But the Executioner then knocked Thor down from behind, rendering him unconscious.

Skurge then told Balder that everyone—including Hela, Mordonna, and the Enchantress except for the kind Balder himself—laughed at him, causing him great pain. Skurge said he felt as if perhaps he died a little each time he was lagued at, and that now it was as if he were already dead. Therefore, Skurge asserted, he himself would stay behind to face Hela's legion, "and the last laugh will be mine." Balder consented to Skurge's wish. Taking the unconscious Thor with them, Balder, the Einherjar, and the rescued mortal souls left.

Skurge remained alone at Gjallerbru, armed with automatic weapons that the Einherjar had brought from Earth. When Hela's forces arrived, Skurge singlehandedly held them off as long as he was able, and not one of his opponents set foot upon the bridge. Ultimately, Skurge perished heroically in the great battle.

Hela finally sent Skurge to Valhalla where heroic Asgardian warriors go after death, and fulfilling their promise to him, Balder and Thor drank a toast to Skurge's memory.

STATISTICS:

F	UN (100)
A	GD (10)
S	ShX (150)
E	ShX (150)
R	PR (4)
I	IN (40)
P	UN (100)

Health: 410

Karma: 144

Resources: n/a

Popularity: -50

BACKGROUND

Real Name: Fafnir

Occupation: Dragon

Legal Status: Former king of Nastrond, condemned for heinous crimes by Odin, monarch of Asgard
Identity: Fafnir's rampages in New York City were widely reported in the news media, but the general populace of Earth is unaware that Fafnir was the transformed king of Nastrond

Place of Birth: Nastrond, in the dimension of Asgard

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Nastrond, in the dimension of Asgard

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Fafnir's dense skin provides him with Monstrous protection against all forms of physical or energy attack.

Size: Fafnir was enlarged by Odin to Shift Y proportions, giving him a +3 CS to be hit. He is permanently enlarged.

Resistance: Fafnir is immune to all diseases. He can survive indefinitely without food, water, or oxygen.

Fire-breathing: Fafnir can exhale flames up to 2 areas away that do Monstrous damage.

Hypnotism: In a non-combat situation, Fafnir can hypnotize a subject with Unearthly Intensity.

Illusions: Fafnir can generate Illusions that affect sight and hearing, at



Remarkable rank.

TALENTS: As the former king of Nastrond, Fafnir possessed the Leadership talent over his people, which was sufficient to lead them to provoke Odin into destroying them all. He had little use for this talent after his transformation.

CONTACTS: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Fafnir was a great dragon. His arrogance and overconfidence overwhelmed all of the more subtle aspects of dragon personality, such as curiosity and wit. Fafnir was a bully and lived for the purpose of gaining vengeance on Odin.

HISTORY

An unknown number of centuries ago, Fafnir was the king of Nastrond, a land on the otherdimensional continent of Asgard. Fafnir was named after Fafnir the Frost Giant, who transformed himself into a dragon to guard his wealth, including the Ring of the Nibelung. King Fafnir of Nastrond was the most evil of the people that lived in that land, who were infamous for their malevolent, immoral ways. Under King Fafnir's leadership, the people of Nastrond defied Odin, monarch of Asgard, in a way that has not been revealed. Odin's wrath at this unknown provocation was so great that he used his vast power to lay waste the entire land of Nastrond, rendering it barren and incapable of supporting life. It has been said that Odin destroyed Fafnir's subjects. As for Fafnir himself, Odin sentenced him to death. Fafnir was to remain in Nastrond, where it was assumed he would die of starvation.

But Fafnir did not die there. A mystical radiant pool within Nastrond's Cave of the Ancients transformed Fafnir into a being capable of surviv-

ing in this now desolate land. Over the centuries, continual exposure to the radiant pool further altered Fafnir's form and gave him tremendous power, so that the once humanoid king of Nastrond became a gigantic, immensely powerful dragon. Despite his physical transformation, Fafnir retained his full intelligence, his ability to speak, and his desire for vengeance upon Odin.

Odin wished to restore fertility to the land of Nastrond, but he believed that Fafnir was still alive there. Odin either could not or would not return fertility to Nastrond until Fafnir was defeated. Odin therefore sent his son Thor, god of thunder, to Nastrond. Thor was accompanied there by his friends Hogun, Fandral, and Volstagg, who are collectively known as the Warriors Three.

Fafnir used an ability given him by the radiant pool to create the image of an aged man and use it to lure Volstagg to the Cave of the Ancients. There Fafnir captured Volstagg, but the dragon's main intent was to take vengeance on Odin by slaying his son Thor.

Fafnir tore mountains asunder in his attack on Thor. But Thor, using the power of his enchanted hammer, created an electrical storm and caused the fighting to open a chasm beneath Fafnir's feet. The dragon plunged down the chasm and was trapped deep underground. Thor then freed Volstagg. Rain poured down upon the land of Nastrond, from which Odin now lifted his curse, and vegetation eventually began to grow there once more.

In recent years an earthquake released Fafnir, who subsequently battled the Warriors Three. Later, Fafnir came to Earth, determined to take revenge on Thor. Thor's evil foster brother, Loki, directed his ally Lorelei to Fafnir's hiding place in New York City. There Fafnir used his hypnotic powers to put Lorelei under his control. The dragon then used the captive Lorelei as bait to bring Thor to him. Fafnir and Thor had a tremendous battle, but the dragon finally retreated underground.

Afterwards, Thor met Eilif, the last survivor of a lost colony of Vikings who worshipped the Norse gods into the twentieth century. Eilif's spear was granted great mystical power by Odin and Eilif accompanied Thor into battle with Fafnir, who was rampaging through New York City's South Bronx. Thanks to the power that Odin had given Eilif's spear, Eilif was able to plunge into Fafnir's nearly invulnerable back, wounding the dragon. Enraged, Fafnir delivered a death blow to Eilif. Then Thor used his great strength to drive Eilif's spear further into Fafnir's body with his hammer, thereby slaying the dragon at last.

In the days of the Vikings, a dog was placed at the feet of a deceased Viking warrior before that warrior's corpse was burned on a funeral pyre. To give the brave Eilif a viking's funeral, Thor placed Fafnir's enormous corpse at the deceased warriors' feet. Then, Thor summoned lightning to create a flaming funeral pyre for Eilif. Fafnir's body was consumed by the great fire.

STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	RM (30)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 100
Karma: 26
Resources: TY (6)
Popularity: 40

BACKGROUND

Real Name: Samuel Wilson
Occupation: Social worker, adventurer
Legal Status: American citizen with criminal record
Identity: Publicly known
Place of Birth: Harlem, New York
Marital Status: Single
Known Relatives: Paul (father, deceased), Darlene (mother, deceased), Sarah Casper (sister), Jody Casper (nephew), Jim (nephew)
Base of Operations: New York City
Past Group Affiliations: Former Avenger, former partner of the original Captain America
Present Group Affiliation:

KNOWN POWERS

Wing-Harness: The Falcon wears a jet-powered harness of Wakandan design. While wearing it he is able to fly at Excellent Speed. For short periods (10 rounds maximum) he can fly at Remarkable Speed, but this requires a successful green Endurance FEAT roll because of the strain to his arm muscles and breathing limitations. The Falcon can carry up to 200 pounds in flight, or 400 if he makes a successful Strength FEAT roll, but must keep his arms in an outstretched, rigid position.

Before he was given the jet-powered harness by the Black Panther, the Falcon used a simple set of unpowered glider vanes which allowed him to glide at Good speed. In fact, he can still shut off the wing jets and glide at Good speed so as to surprise opponents.

Animal Communication & Control — Birds: The Falcon can use this power



at Incredible rank when working with Redwing, and at Excellent rank with all other birds.

Pet, Redwing: Redwing is an extraordinary hunting falcon with a semi-empathic link to his master. Redwing's talons inflict Poor Edged Attack damage. The bird can fly at Excellent speed and has the following attributes:

F	A	S	E	R	I	P
Gd	Ex	Pr	Rm	Fb	Rm	Ex

Health: 64
Karma: 52

Falcon Claw: Before acquiring his Wakandan wing-harness, the Falcon employed a grappling hook (shaped like a falcon claw) and a cable of 3 areas length made of Remarkable strength material. He used this to swing from rooftops and achieve sufficient height so as to glide.

TALENTS: The Falcon has Martial Arts A and E, as well as Acrobatics. He has a +1 CS to Fighting and Agility in flight due to his training in Aerial Combat. He has also has the Law Skill, due to his years of experience

in the field of social work.

CONTACTS: The Falcon was a partner of the original Captain America for a time and is currently assisting him in his new guise as The Captain. The Black Panther provided Falcon with his wings. As both Sam Wilson and the Falcon, he has worked with Sgt. Tork of the NYPD.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Falcon is an idealist in many ways, to the point where he is unpopular with many radical Black-American groups in New York, although he believes in improving the ghettos where he first grew up. He has a strong bond of loyalty to Steve Rogers, one of his closest friends.

HISTORY

Sam Wilson is the son of a very dedicated and influential minister in Harlem who died trying to stop a street fight. Sam idolized his father and tried to emulate his selfless humanitarianism after his death. But when his mother was killed by a mugger two years later, Sam's grief and anger consumed him. Severely depressed, Sam Wilson's personality changed. No longer was he a concerned community volunteer, but a self-serving racketeer who called himself 'Snap'. En route from a mob assignment in Rio de Janeiro, Wilson's plane crashed on a Caribbean Island run by the Exiles, a band of professional killers who were accomplices of the Red Skull. The Skull used the powers of the Cosmic Cube to transform 'Snap' back into Sam, in order to use him as a pawn against Captain America, who was at that time trapped on the island. The Skull reasoned that Wilson's former idealism would appeal to the Captain enough that he would train him as a partner. Then, at some later date, the Skull could use him against his enemy if his current attack failed.

Wilson had always had a remark-

able talent for handling birds, especially Redwing, a hunting falcon that he acquired in Rio. The Skull used the Cosmic Cube to strengthen their rapport into a permanent supernatural mental link, giving Wilson yet another qualification for being Captain America's partner. With the Captain's assistance and training, Wilson defeated the Exiles and assumed the costumed identity of the Falcon. Referring to Harlem, Wilson's 'Snap' identity remained submerged until some years later when he recalled his criminal past while undergoing shock therapy at SHIELD headquarters. Later still, Wilson underwent an identity crisis while running for Congress and came to terms with his ignominious past.

The Falcon had been solely a rooftop swinging athlete until the Black Panther, king of the African nation of Wakanda, provided him with Wakandan technology that enabled him to fly. The Falcon is currently one of Harlem's staunchest crimefighters.

When Steve Rogers' identity as Captain America was taken from him by the U.S. Government, Wilson came to his aid and currently travels the country with Rogers in his new guise as The Captain, along with Nomad and Demolition Man.

STATISTICS

F	FB (2)
A	PR (4)
S	PR (4)
E	EX (20)
R	GD (10)
I	GD (10)
P	MN (75)

Health: 30

Karma: 95

Resources: N/A

Popularity: 0

BACKGROUND

Real Name: Amahl Farouk

Occupation: Crimelord

Legal Status: Citizen of Egypt with no known criminal record, presumed deceased

Identity: Publicly known. His existence on the astral plane is not commonly known

Place of Birth: Cairo, Egypt

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: An astral plane

Past Group Affiliations: Former head of the Gladiators

Present Group Affiliation:

KNOWN POWERS:

Telepathy: Farouk has Unearthly Rank Telepathy. He has the power stunts of Mental Bolt and Mental Probe as listed on pg. 81 of the *PLAYER'S BOOK*.

Psi-Screen: Farouk can generate a screen of Shift X Rank.

Astral Projection: Farouk's primary area of expertise was in the manipulation of the astral plane. He receives a +1 CS to his Psyche when fighting in Astral form.

Since Farouk's physical death, he exists entirely as a creature of the astral plane. He is considered to have the Free Spirit power (Ultimate Powers Book, M-11, pg. 68) He is normally unable to take control of a host body, but he can subliminally use the host's Psionic/Mental powers.

To do so he must make a Psyche FEAT roll at -5 CS and if he gets a yellow result, he can use any one of that character's appropriate powers while that character is asleep. If he gets a Red result he can do this while that character is awake. He cannot

spend Karma on this attempt, but only has to make one roll per person, not one per attempt.

For example, on a yellow FEAT, Farouk could make use of Mesmero's powers to hypnotize Mesmero into doing his bidding, but could not give him any hypnotic commands unless Mesmero was asleep.

It should be noted that the physical statistics given above are for Farouk's fighting, agility, strength and endurance scores before his death.

TALENTS: Farouk is fluent in a number of Arabic languages, including Egyptian. He has the Law skill for Egyptian Law.

CONTACTS: Farouk had a number of Criminal connections in the Egyptian underworld. He controlled the Gladiators and gained contacts with a number of rich men and women who came to view his spectacles. He also dealt with the Hellion Empath on several occasions.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Farouk was a man of rich and sadistic tastes which he indulged freely. Completely depraved, even Farouk's apparent death did not prevent him from returning to form a new criminal empire. He is a man of shallow elegance who engages in cruel but petty vices.

HISTORY

Several years ago, as a young man, the mutant telepath Charles Xavier visited Cairo, Egypt, where his wallet was stolen by the child Ororo, who would later join Xavier's X-Men team as Storm. Xavier used his psionic powers to stop Ororo and took his wallet back. Suddenly Xavier himself was struck by a bolt of psionic energy. Recovering, he realized that the source of the psychic attack lay within a nearby tavern.

Within the bar Xavier met Amahl Farouk, the crimelord of Cairo, who was himself a mutant with vast telepathic powers. Farouk had sensed the presence of another powerful telepath and had struck him with the psionic bolt as a warning to leave the area his domain, the so-called Thieves' Quarters of Cairo. Xavier and Farouk sat at different tables in the bar and communicated solely through telepathy. Farouk asked Xavier to join him in his criminal activities. Xavier sensing Farouk's evil and depravity, refused. Contending that mutants like themselves had a responsibility to use their superhuman abilities for the benefit of others,

Xavier vowed to bring Farouk to justice for his crimes. Xavier's and Farouk's astral forms then began a battle which ended when the former defeated his foe with a powerful bolt of psychic force. Xavier's astral form rejoined his body, and he left the bar.

Farouk was the first evil mutant Xavier had ever met and the experience taught him how dangerous people could be if they used their powers for evil. Hence, Xavier's encounter with Farouk was one of the factors that led to his later founding of the X-Men.

When Farouk's physical body died, however, he shifted his astral form to another plane. Weakened by the intensity of his duel with the crimelord, Xavier did not notice that Farouk's consciousness had thus escaped. Farouk wanted vengeance on Xavier but believed him too powerful to challenge safely.

Years later, however, Farouk became aware of Xi'an Coy Minh, alias Karma, a member of Xavier's new team of young superpowered heroes, the New Mutants, who had the psionic ability to take psychic possession of another person. Karma disappeared on a mission with the New Mutants after the explosion of a hideout belonging to their foe the Viper. The other New Mutants believed Karma to be dead. However, Farouk had turned Karma's own power against her and taken psychic possession of her body. Inhabiting Karma's physical form, Farouk resumed his criminal career on a worldwide scale. Now that he once more had a corporeal body, Farouk was able to indulge his physical appetites. In his original body, Farouk had been an overweight man, but over the months that he possessed Karma's body, as if to compensate for the years he spent as a disembodied spirit, Farouk became so gluttonous that Karma's body grew grotesquely obese.

Farouk came to control the Gladiators, a large group of superhuman mutants who illegally engaged in blood sports for the entertainment of paying customers. Farouk used holographic images of the Gladiators' former leader, Alexander Flynn, to convince all but his inner circle in

the operation that Flynn was still in control of their activities. Farouk had two of the New Mutants, Magma and Sunspot, abducted and forced them to fight at his secret arena. A team of heroes, which included their teammates Cannonball and Magik, tried to rescue them. Farouk captured Shadowcat, one of the heroes who had recognized Karma, and put her under his control. When she broke free, the group caused such an uproar that the police invaded the secret complex and shut it down. The New Mutants and their allies caught Farouk and recognized Karma but, still in Karma's body, Farouk got away.

Unaware that Karma was possessed by Farouk, the entire New Mutants team tracked her to Madripoor. There Farouk took control of Cannonball, Cypher, Magma, Sunspot and Wolfsbane. Magik, Mirage, and the alien Warlock (who was immune to Karma/Farouk's possession power) went to Cairo, where Farouk had taken his new conquests. There Magik, Mirage, and Warlock joined forces with Storm, though Farouk also took control of Mirage and Storm, and Magik learned that Karma was being possessed by Farouk.

Farouk planned to use his control of Storm to force her to kill Xavier and planned leave Karma's body eventually and take over someone else, leaving her to pay for his crimes.

Finally, while Warlock distracted Farouk, Magik freed Storm and the other New Mutants from his mental control. The heroes attacked Farouk, who fled Karma's body only to take over that of Cypher's instead. Karma was now once more herself and wanted vengeance on Farouk. Her astral form battled his and forced him to flee to another plane, freeing Cypher.

STATISTICS

ANDREAS

F	GD (10)
A	TY (6)
S	GD (10)
E	EX (20)
R	GD (10)
I	PR (4)
P	TY (6)

Health: 46

Karma: 20

Resources: EX (20)

Popularity: -2

ANDREA

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	TY (6)
P	EX (20)

Health: 42

Karma: 36

Resources: EX (20)

Popularity: -2

BACKGROUND

Real Name: Andrea and Andreas Strucker

Occupation: (publicly known) Independently wealthy, (secretly) Professional criminal leaders

Legal Status: Citizens of Madripoor, a Pacific Island haven for criminals.

Identity: Secret

Place of Birth: Unrevealed

Marital Status: (Andrea) Widowed, (Andreas) Single

Known Relatives: Baron Wolfgang von Strucker (father, deceased), Jan (last name unrevealed, Andrea's husband, deceased)

Base of Operations: Mobile

Past Group Affiliations: Leaders of a criminal organization also called Fenris

Present Group Affiliation:

KNOWN POWERS

Concussive Force: When in physical contact with his sister, Andreas can fire a bolt of energy causing Incredible Force damage. He cannot fire his beam when his sister is firing hers.



Disintegration Beam: When in physical contact with her brother, Andrea can fire a beam that will disintegrate matter at Incredible intensity. It has no effect on items with Monstrous Material Strength or better. She cannot fire her beam when her brother is firing his.

Agents: The Strucker twins lead a secret terrorist organization known as Fenris. Agents of Fenris are sometimes equipped with hi-tech battle suits. These battle suits add +3 CS to the agent's Strength (maximum of Remarkable), +4 CS to the

agent's Endurance (maximum of Incredible), provide Incredible protection vs. physical attacks and Remarkable protection vs. heat, cold, radiation, or energy attacks. The suits provide Poor Air Speed flight capability. All Fenris agents have access to hi-tech weaponry and gadgets.

Talents: Both of the Struckers have talent with Guns.

Contacts: As the leaders of Fenris, the Strucker twins have a number of Criminal Contacts. They also have a National Political contact to Madri-

poor and a number of Local Political and Professional Espionage Contacts throughout the world.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Andrea and Andreas are psychotic killers who have spent all of their lives continuing the tradition of their father. Filled with power, they let nothing stand in their way. They have a special hatred for Professor Xavier and Magneto, who foiled their father's plans, but would also attack SHIELD if the chance presented itself.

HISTORY

Andrea and Andreas Strucker are the twin children of Baron Wolfgang von Strucker, the Nazi war criminal who masterminded the rise to power of the subversive organization known as HYDRA. Baron Strucker had scientists genetically alter Andrea and Andreas in order to give them superhuman powers. Baron Strucker was killed as a result of a battle between himself and his longtime nemesis Colonel Nicholas Fury, Executive Director of the intelligence organization SHIELD. HYDRA fragmented after Strucker's death and has yet to regain the power it had under his leadership.

Andrea and Andreas Strucker formed their own secret organization and took on secret costumed identities in which they would use their superhuman powers. The two young Struckers called both themselves as a costumed team and their organization "Fenris" after the monstrous wolf-god of Norse mythology.

The two Struckers first crossed the path of one of the mutant X-Men while the twins were on a safari in Kenya. Andreas was taking liberties with a woman there when Ororo, who is also the X-Man known as Storm, came to her defense. When Andreas ordered one of his men to remove Ororo, she fought him off. Andreas then physically attacked Ororo, who overpowered him, and then prevented Andrea from shooting her. Holding one of the Strucker party's guns on them, Ororo forced them to leave. Shortly thereafter, Andrea shot Ororo down from afar, but Ororo nevertheless survived.

Later, the Struckers learned that the mutant Magneto was being put

on trial in Paris, charged with crimes against humanity. Magneto was being defended by Israel's ambassador to Britain, Gabrielle Haller, who was assisted by Professor Charles Xavier, who was secretly the founder of the X-Men. Decades before, Baron Strucker had kidnapped Haller, who knew the location of a hidden cache of Nazi gold, and forced her to lead him to it. Xavier and Magneto, then known as Magnus, rescued Haller, and Magnus nearly killed Strucker and escaped with the gold. The Strucker twins saw the trial as the perfect opportunity to revenge themselves on Magneto, Xavier, and Haller for their father's defeat.

The Fenris organization staged various terrorist attacks in Europe, leaving messages behind demanding Magneto's release, supposedly signed by the X-Men. The effect was to stir up public sentiment even further against Magneto and the X-Men. The X-Men prevented the Fenris organization from completely destroying a French hospital and then clashed with the organization again in Paris. While the second battle was going on, the Strucker twins, as Fenris, broke into the courtroom where Magneto was on trial and attempted to kill him. However, the Strucker twins' powers only work while they are in physical contact with each other, and Xavier managed to break their grip on each other. Magneto and Xavier then captured the twins, and learned they were Strucker's children. The twins again managed to clasp hands and used their powers to break down the wall of the basement of the Palais de Justice causing the waters of the Seine River to pour in. The current swept the Strucker twins away. Whether they survived or not remains to be seen.

STATISTICS

F	AM (50)
A	RM (30)
S	UN (100)
E	UN (100)
R	TY (6)
I	GD (10)
P	IN (40)

Health: 280

Karma: 56

Resources: Not Applicable

Popularity: -5

BACKGROUND

Real Name: Fenris Wolf

Occupation: Not Applicable

Legal Status: None

Identity: The Fenris Wolf is believed to be a creature of myth by the general population of Earth.

Place of Birth: Asgard

Marital Status: Single

Known Relatives: Loki (father), Angrboda (mother), Hel (half-sister), Thor (foster uncle), Odin (foster grandfather), Laufey (grandfather, deceased)

Base of Operations: Niffelheim

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Shape Change: The Fenris Wolf can magically alter its shape to appear as virtually any type of creature, even a man or a god. This power is Monstrous in rank.

Size Alteration: The Fenris Wolf is usually Monstrously large (+3 CS to be hit), but can reduce his size to that of an ordinary wolf (negating the positive column shifts to be hit).

Limitation: The Fenris Wolf is bound by the mystical bond Glepnir, which resists the wolf's every attempt to break free. It is made of Shift Y material, and responds to all of the wolf's size and shape changes.

Talents: None

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Fenris Wolf possesses human intelligence but none of the sly wiles of its father. The wolf was never very civil, but its disposition has worsened since its imprisonment. Its goals, were it to be freed, would be to kill as many Asgardians as possible, immediately. It might bear special antipathy for Tyr, and for Loki.

HISTORY

The Fenris Wolf is a creature of the Asgardian dimension who is said to be an offspring of Loki and the giant Angrboda. It is a huge wolf (usual height 15 feet tall) with human-like intelligence, vast strength and the capacity to change its shape to that of a god or to change its size to that of a real wolf. Before it reached maturity, Fenris threatened Iduna, keeper of the gods' golden apples of immortality, and was banished to Varinheim by Haakun the Hunter. This incident later became the basis for the fairy tale of Little Red Riding

Hood. Just as Fenris reached maturity, the Asgardian gods decided it would be unsafe to allow Fenris to roam the land unfettered. They took to playing a game with the wolf to see how easily he could snap the bonds they put on him. Each time they forged a thicker and stronger chain of iron, but Fenris broke them all. Finally Odin commanded a dwarf to forge an enchanted fetter. The dwarf did so, creating a thin, silk-like substance of phenomenal durability called Glepnir. When the gods entreated Fenris to try to break this binding, the wolf-god sensed that the fragile-looking substance was a trick. Fenris agreed to let them put the bonds around him only if there was a god willing to put his hand in

the wolf's mouth as a gesture of trust. If the bonds did prove to be unbreakable, Fenris would bite. Among the gods assembled for this task, only Tyr, the courageous god of war, was willing to make such a sacrifice. He placed his right hand between the wolf's huge fangs as the bonds were put in place, and when Fenris learned that the more he struggled the tighter the bonds were drawn, he bit off Tyr's hand. The gods then bound Fenris to a rock where he has been kept to this day. It is prophesied that when Ragnarok, the twilight of the Asgardian gods, occurs, Fenris will devour Odin. In light of Odin's recent apparent demise, Fenris's future fate is unknown.

STATISTICS:

F AM (50)
A MN (75)
S AM (50)
E UN (100)
R RM (30)
I MN (75)
P AM (50)
Health: 275
Karma: 155
Resources: Not Applicable
Popularity: 0

BACKGROUND

Real Name: Pyreus Kril
Occupation: Former starship captain, former herald of Galactus
Legal Status: Citizen of Xandar
Identity: Unknown to the general populace of Earth
Place of Birth: Xandar
Marital Status: Single
Known Relatives: None
Base of Operations: Outer space
Past Group Affiliations: Ex-member of Nova Corps, partner of Starfox
Present Group Affiliation:

KNOWN POWERS:

Power Cosmic: Firelord has the Power Cosmic at Unearthly rank, typically using it for fiery effects. In deep space, Firelord has Class 1000 flame-generation and fire-control powers, abilities which are restricted to Unearthly rank when operating in an atmosphere. He may use the Power Cosmic to project and control other types of energy, gravity or radio for example, as power stunts. He may use the healing and matter-manipulation ability of the Silver Surfer, but only as first-time power stunts.

Body Armor: Firelord has Amazing body armor against physical attacks. As a power stunt, he may super-heat his body so that ordinary weapons melt upon contact with his body. Firelord is immune to disease, aging, starvation, and the effects of hard vacuum; he cannot be slain except by the complete scattering of his molecules.

Flight: Firelord can fly at Class 1000 speeds and enter hyperspace

at will. In planetary atmospheres, he flies at Unearthly speeds.

TALENTS: Pyreus is a skilled starship captain, although his skills are a bit rusty now. He is an able astronaut as well.

CONTACTS: None.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Firelord has always been brash and headstrong. This trait has led to many an unfortunate misunderstanding between Firelord and other heroes on Earth. Now, his heated temper is channelled towards the single goal of finding Nebula and avenging his people's death at her hands.

HISTORY

Pyreus Kril was serving as first officer aboard the Xandarian explorer ship *Way-Opener* when his commander and friend, Gabriel Lan, was unexpectedly abducted by a teleportation beam. Vowing to rescue him, Kril assumed command of the ship and began to pursue the huge ship that transmitted the beam. Kril would later learn that the ship belonged to Galactus, the world-devourer, who was seeking a new herald (since his first herald, the Silver Surfer, betrayed him) and found a worthy candidate in Lan. Using his cosmic power, Galactus transformed Lan into the Air-Walker. For years, Lan

served Galactus faithfully, while his ex-crewman Kril followed Galactus's wake of destruction. When Galactus was attacked by a powerful race called the Ovoids, the Air-Walker was slain defending his master. Galactus transferred his herald's dwindling life force into that of a replica, but the replica was not enough like his loyal herald to please Galactus. Thus he dispatched the Air-Walker automaton to Earth to summon the Silver Surfer back to active duty. The Surfer refused, destroying the automaton in the process. Persuaded to leave Earth without the Surfer, Galactus returned to the stars heraldless, not even bothering to claim the remains of the Air-Walker replica.

It was then that Pyreus Kril caught up with him. Boldly teleporting himself aboard Galactus's ship, Kril demanded the release of his former commander. Galactus was impressed by the Xandarian space-man's determination, and offered to tell Kril of his commander's fate if he agreed to become his new herald. Kril agreed and was transformed by the power of Galactus into Firelord. Though Galactus kept his side of the

bargain, he suppressed the knowledge he had given Kril so that he might send him on a mission to Earth. Firelord was released from active service when the Earth god Thor offered Galactus the Asgardian construct called the Destroyer in exchange for Firelord's freedom. Unlike the Surfer, who was sentenced to remain on Earth for his treason, Firelord was free to leave. Yet Firelord chose to remain because of his subliminal memory that the Earth was the final resting place of his friend. Months later, when the Air-Walker automaton reactivated itself, he remembered the reason for his compulsion to remain. Taking custody of the automaton (which was wrecked once more in battle with Thor), Firelord bore him into space, where he buried the remains on an asteroid in their home star system. Free of his only tie to Earth, Firelord has since returned to his native Xandar, only to find the world has been destroyed by the space pirate Nebula. He has since joined forces with Nebula's great uncle Starfox to track her down.

STATISTICS:

F	GD (10)
A	GD (10)
S	TY (6)
E	RM (30)
R	TY (6)
I	PR (4)
P	EX (20)

Health: 56

Karma: 30

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Angelica Jones

Occupation: Student

Legal Status: Citizen of the U.S. with no criminal record, still a minor

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: Bartholomew (father)

Base of Operations: n/a

Past Group Affiliations: Student of the White Queen

Present Group Affiliation:

KNOWN POWERS:

Microwave Manipulation: Firestar can absorb microwave energy from her environment, and then project it for a variety of effects. She has Amazing Rank control over her power. Under the White Queen's training she developed the following Power Stunts:

- * Fire a microwave blast that can cause up to Unearthly damage to living organisms or Monstrous damage to non-living matter. Her range is 3 areas.

- * Generate heat of Monstrous intensity, melting obstacles up to the size of 1 area. In a single round she can generate enough heat in an area to set the floor or street on fire. She can also throw microwave "bubbles" up to 2 areas that have the same melting strength.

- * Direct microwave energy behind and under her to fly. She has Typical Air Speed and Excellent maneuverability. She can generate enough lift to equal Excellent Strength in carrying weight with her.

- * Create a heat sphere around herself that melts any projectiles fired at her, offering her Amazing protection

from normal projectiles.

If under stress (excitement, fear, anger, etc.), Firestar must make an Amazing FEAT roll. Failure indicates she has lost control of her powers for one round and melted something down or blown something up as a result.

Angelica is totally immune to any damage from microwaves, either her own or any others.

TALENTS: Although not currently a student, Angelica has the Student talent.



CONTACTS: Angelica was offered a place in the New Mutants by Professor Xavier. She is on good terms with Sam Guthrie (Cannonball).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Angelica is bright and cheerful, although somewhat naive. Although she has mastered the use of her powers for her own safety, she seems to have no interest in starting a career as a heroine.

HISTORY

Angelica Jones was a thirteen-year-old high school student who fell victim to a series of misfortunes. She was badly treated by other girls at her school, her beloved grandmother died suddenly, and Angelica was frightened to discover that she herself was manifesting a strange superhuman power to generate great heat. With her grandmother gone, Angelica lived alone with her father, who was unable to cope with helping Angelica deal with her new power. Angelica was desperately confused, lonely, and miserable.

Angelica was in fact a mutant, and her newly emerging mutant ability caused her presence to be detected by Cerebro, a machine designed by Professor Charles Xavier, founder of the X-Men, for the purpose of locating superhumanly powerful mutants. Cerebro functions by detecting the unusual waves of psionic energy emitted by all superhumanly powerful mutants. Angelica's presence was also registered by Mutivac, a similar machine employed by Emma Frost, the White Queen of the Inner Circle of the Hellfire Club. Xavier and the X-Men attempted to pinpoint the unknown mutant's location in order to recruit her for Xavier's school, where he trained mutants in using their powers. Meanwhile, Frost did the same, hoping to enlist the unknown mutant in her school, where she could train her to use her powers in order to serve the sinister purposes of the Inner Circle. Frost reached Angelica and her father only moments before the X-Men could. Frost, in her public role as headmistress of the Massachusetts Academy, a renowned private school, persuaded Angelica's father to send her there to receive the special help she needed.

A year later Angelica had made great progress in developing the use of her powers under the White Queen's guidance. Angelica remained an innocent, unaware of the true malevolent nature of the Hellfire Club and the White Queen. Angelica found some happiness at the Massachusetts Academy, and she was very grateful to Frost for the

kindness she often showed her. Frost gave Angelica the code-name of Firestar.

Thunderbird, one of the Hellions, a team of adolescent mutants being trained by Frost, sought vengeance on Xavier and the X-Men for the death of his brother, the original Thunderbird who had been killed in action while serving with the X-Men. Two other Hellions, Empath and Roulette, decided to help Thunderbird against the X-Men despite his refusal of their assistance. Empath used his power to control the emotions of others to force Firestar to fall in love with him so deeply that he would do anything he asked. He thus forced her to participate in the three Hellions' attack on the X-Men, whom Frost had taught Angelica to regard as enemies, at the military base at Cheyenne Mountain, Colorado. However, the X-Men defeated Firestar, Empath, and Roulette, and Thunderbird realized he was wrong to want vengeance on Xavier and the X-Men.

Firestar, once set free of Empath's control, felt despair and guilt over having helped the Hellions cause so much trouble at Cheyenne Mountain. She was pleased and touched, however, when Xavier offered to admit her into his school. She refused though, out of loyalty to Frost, and returned to the Massachusetts Academy.

Whether Firestar stays at the Massachusetts Academy, however, remains to be seen.

STATISTICS:

F GD (10)
A GD (10)
S TY (6)
E TY (6)
R IN (40)
I EX (20)
P GD (10)

Health: 32

Karma: 70

Resources: RM (30)

Popularity: -10

BACKGROUND

Real Name: Norbert Ebersol

Occupation: Criminal Inventor

Legal Status: Citizen of the United States with a criminal record

Identity: Secret

Place of Birth: Dayton, Ohio

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Partner of Mentallo, Hydra operative, Professor Power operative, member of the fourth Masters of Evil.

Present Group Affiliation:

KNOWN POWERS:

Body-Suit: The Fixer's uniform gives him Typical protection against physical attacks, Excellent from fire and heat, and Incredible from electricity.

Battle-Vest: The Fixer's metal vest is made of Remarkable strength material. It contains many of his weapon systems.

Sonic Blaster: This weapon fires a Remarkable intensity beam affecting everyone in the target area. It has a range of 4 areas.

Electrification: The vest can be electrified, causing Incredible electrical damage to opponents who come into contact with it.

Launchers: The launchers have a range of 5 areas. The two primaries will hold Incredible Rank ammo. There are six single-shot launchers below the primaries, holding Remarkable Rank ammo. Both primaries or three secondaries can be fired per round.

Gravity Clamp: This steel clamp can be fired out to 2 areas. If it hits, the target is surrounded by a gravity field that Grapples with Incredible Intensity.

Pistol: A laser, inflicting Excellent Energy damage with a range of 7 areas.

Electro-Knucks: An electro-knuck does Remarkable electrical damage.

Flight: The Fixer can fly at Shift X speed for up to 20 hours. He can hover and Blindside unsuspecting opponents.

Helmet: The Fixer's helmet provides Remarkable protection for his senses. The helmet has a 3-hour air supply.

Psi-Screen Device: This device provides an Incredible Intensity psi-screen.



Ammunition: Used in his launchers, all standard grenade types (fragmentary, smoke, tear gas, knock-out gas, flash, concussion, and sonic).

Special Devices: The Fixer has used all of the following:

- * Electronic Scrambler—Amazing Intensity device, either scrambles broadcast transmissions or internal circuitry of computers, battlesuits, etc., when attached to target.

- * Guided Missile—can be standard, high-tech, or high-speed, with any control type. Payloads are limited to Amazing rank weapon.

- * Brain-Scanner Helmet—As Incredible Rank Mental Probe Power.

- * Mind Control Pod—As Remarkable Mind Control.

- * Tunneling Device—As Digging power at Incredible Rank.

TALENTS: The Fixer is a genius at Electronics, Engineering, and Computers, and also has the Repair/Tinkering skill.

CONTACTS: The Fixer's long-time partner was the mutant telepath Mentallo. The Fixer has also worked for Hydra and Prof. Anthony Power. He was recruited for the fourth Masters of Evil.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Fixer has the personality of a typical hoodlum, matched with the mental and technical skills that have made him a supervillain to be feared. On his own the Fixer is a high-tech bandit, but will cooperate in the subtler schemes of anyone he might hook up with.

HISTORY

Norbert Ebersol was a child prodigy with such great mechanical aptitude that he took apart and repaired an alarm clock at the age of three. He had built a small electric automobile with a sophisticated transmission by the age of ten and a relatively complex robot arm by the age of thirteen, both from readily available spare parts. Dropping out of high school due to a lack of interest, Ebersol was fired from a number of jobs including auto mechanic, television repairman, and electronics laboratory assistant because of his air of superiority and unorthodox approach to simple tasks. Looking for something challenging to do, Ebersol turned to the planning and execution of elaborate technologically-assisted crimes. Calling himself the Fixer, Ebersol found that his criminal activities not only stimulated him, but they also provided him with the raw materials to create ever greater technological devices. Ebersol even found his arrest and imprisonment to be a challenge, devising from spare parts an elaborate means of escape. Eventually, he was contacted by Mentallo, and the two forged a partnership of sufficient strength that they once nearly took over SHIELD's New York headquarters. Since then the Fixer has been a special operative of the subversive organization HYDRA for a time, and is currently a freelance consultant and mercenary. Besides SHIELD, he has battled Spider-Man, the Micronauts, Captain America, and Iron Man.

He recently joined the 4th Masters of Evil under Baron Zemo to get access to Avengers' technology. He was captured, but the Super-Adaptoid took on his form and escaped. The Fixer is still in custody.

STATISTICS:

F RM (30)
A GD (10)
S EX (20)
E EX (20)
R GD (10)
I RM (30)
P TY (6)

Health: 80

Karma: 46

Resources: FE (2) (IN with the backing of ULTIMATUM)

Popularity: -20

BACKGROUND

Real Name: Unrevealed

Occupation: Former student, now terrorist

Legal Status: Citizen of Switzerland with a criminal record.

Identity: Known to authorities

Place of Birth: Bern, Switzerland

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Associate of ULTIMATUM

Present Group Affiliation:

KNOWN POWERS:

Skin Armor: Flag-Smasher's costume is highly resilient, giving him Good protection against physical attacks and Typical protection against heat and cold. The lenses in his mask give him Excellent resistance to blinding flashes of light.

Weaponry: The Flag-Smasher has employed a variety of weapons. The spiked mace (Remarkable edged or blunt damage at his choice) is his trademark weapon, and his skill in using the weapon is Incredible. He has also used a Flamethrower pistol (a flamethrower with Typical range and Excellent damage the first round, with Typical damage continuing for 1-10 rounds thereafter) and a tear-gas gun (good range, eight-shot magazine, one shot per round, requires a Remarkable strength Endurance check to avoid the effects of the gas).

TALENTS: The Flag-Smasher is proficient in Martial Arts A and E. He is a Weapons Specialist with the Mace, and is further skilled with Guns. He is conversant in French, German, Ital-

ian, Russian, Swedish, Japanese, and Esperanto.

CONTACTS: Flag-Smasher is affiliated with the terrorist organization Underground Liberated Totally Integrated Mobile Army To Unite Mankind, or ULTIMATUM.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Flag-Smasher is a good example of a fanatical villain, one who will commit any heinous crime for his goal, all the while proclaiming his moral duty to do so. He will go to any extremes



ROLE-PLAYING NOTES:

Flag-Smasher is a good example of a fanatical villain, one who will commit any heinous crime for his goal, all the while proclaiming his moral duty to do so. He will go to any extremes to unite mankind under one government, or to crush the agents of nationalism. Although he spouts rhetoric at any available opportunity, Flag-Smasher is too far gone to be reasoned with.

HISTORY

The man who would become the Flag-Smasher was the son of a wealthy Swiss banker turned diplomat. As a youth, he accompanied his father on his diplomatic missions to various countries, never living in the same place for more than a year. Although he learned to speak several foreign languages fluently, the

constant readjustment to new environments hampered his social growth. Consequently, he felt an outcast and became too introverted to form many friendships. While living in Tokyo, the boy began to study the martial arts, and at fifteen earned his black belt in karate. At the age of nineteen, he followed his father, who had become a delegate to the United Nations, to America and enrolled in Columbia University. He intended to major in political science and follow in his father's footsteps by becoming a diplomat. However, when his father was trampled to death in a riot outside the Latvian embassy, the young man's goals changed. He felt that his father had pursued the goal of world peace and unity far too passively. He would spread the message using the only language he felt the world would respond to, the language of violence.

Employing his vast inheritance to finance his mission, he contracted certain unrevealed parties to supply

him with an arsenal of experimental weaponry. He then fashioned himself the costumed identity of the Flag-Smasher and returned to New York to begin a campaign of terrorist assaults on symbols of world separatism such as national flags and embassies. Through these random strikes he hoped to convey the message that nationalism is an outmoded concept which tends to promote disunity among the family of man. Learning that Captain America was going to make a public speech, Flag-Smasher seized the opportunity to confront America's foremost patriot and challenge his beliefs. Flag-Smasher held the hundreds of people attending the press conference hostage, forcing them to listen to his anti-nationalist rhetoric. When the confrontation turned physical, Captain America overpowered the Flag-Smasher. Flag-Smasher has been deported from the country. His current activities and whereabouts are unknown.

STATISTICS

F EX (20)
 A IN (40)
 S RM (30)
 E IN (40)
 R PR (4)
 I MN (75)
 P GD (10)

Health: 130

Karma: 89

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Richard Deacon

Alias: Human Fly

Occupation: Professional criminal

Legal Status: Citizen of the U.S.
 with a criminal record (deceased)

Identity: Secret

Place of Birth: Newark, N.J.

Marital Status: Single

Known Relatives: None

Base of Operations: NYC area

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Winged Flight: Excellent speed.

Wallcrawling: Remarkable ability

Circular Vision: 360 degree coverage

Windblast: Amazing intensity shock-wave directed against a single target 1 area away.

TALENTS: Petty criminal skills

CONTACTS: None



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Deacon is fairly ruthless for a minor villain. He kills without a second thought. He uses his powers for plundering. He battles superheroes only because they tend to try to stop him. Towards the end, he was beginning to lose his human mind and act more like a bestial fly.

HISTORY

Small-time criminal Richard Deacon was shot while trying to escape from Spider-Man and the police after an unsuccessful kidnaping attempt. Stumbling into the laboratory of Dr. Harlan Stillwell, the criminal scientist who surgically augmented such

criminals as Hammerhead and the Scorpion. Deacon coerced Stillwell to save his life by surgically transforming him into a superhuman being. Stillwell was pleased to have a willing test subject to use in his latest area of research, and immediately began to imprint the genetic coding of a common fly onto Deacon's genetic coding, utilizing advanced microsurgical techniques.

When the process was over, Deacon had been endowed with fly-like body alterations. To prevent Stillwell from betraying him, Deacon killed him. Calling himself the Fly, Deacon used his powers to further his criminal ambitions.

Years later, after escaping from a mental institution, Deacon was killed by the vigilante Scourge who was masquerading as an attendant from the asylum.



DEACON, RICHARD
A small-time criminal who was shot while trying to escape from Spider-Man and the police after an unsuccessful kidnaping attempt. Stumbling into the laboratory of Dr. Harlan Stillwell, the criminal scientist who surgically augmented such

DEACON, RICHARD

STATISTICS:

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	PR (4)

Health: 60

Karma: 16

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Greg Salinger

Occupation: Psycho-killer

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: Noblesville, Indiana

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Purification Gun: The Foolkiller wields a specially designed gun made of Excellent material which can do Incredible Energy damage up to 3 areas away. If an opponent is killed with a single shot, then the victim's body is totally disintegrated and healing is not possible.

Surveillance Van: The Foolkiller has access to an armored truck (identical to the armored car on pg. 48 of the Players' Book) equipped with numerous pieces of surveillance equipment of Excellent sensitivity.

Predecessor: The original Foolkiller, now deceased, had the following statistics:

F	A	S	E	R	I	P
EX	EX	GD	EX	GD	GD	PR

Health: 70

Karma: 24

The original Foolkiller possessed all of the equipment and talents of the current one.

TALENTS: The Foolkiller is a Weapons Specialist with his Purification Gun, giving him a +2 CS. He also has the Electronics talent.

CONTACTS: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Foolkiller is completely insane. Inspired by the original Foolkiller, Salinger has taken upon himself all of the messianic qualities of his predecessor. His insanity makes him extremely dangerous, as he is extremely erratic and may kill any number of "fools," then move quietly on.

HISTORY

Greg Salinger is the second individual to don the identity and undertake the mission of the Foolkiller. The original Foolkiller was Ross G. Everbest, an orphan who had been paralyzed below the waist since birth. When he was sixteen, Everbest's grandmother took him to a revival meeting conducted by the evangelical preacher Reverend Mike. The reverend enabled him to walk again through faith healing. The boy joined the Reverend's entourage and in two years was as popular a preacher as Mike. As he grew to adulthood, Everbest developed the philosophy that criminals, sinners, and dissidents were "fools" who should be eradicated by an active agent of God. He decided to become this agent, whom he called the Foolkiller.

Employing funds from the revival show, Everbest fashioned a costume and financed the technology necessary for his mission. One of the first

"fools" he killed with his "purification gun" was Reverend Mike, whom he caught in a compromising position with a young parishioner. His murder spree was denounced on the air by disc jockey Richard Rory, who soon began to receive death threats from the Foolkiller. Eventually, the Foolkiller abducted Rory and industrialist F.A. Schist, both of whom he deemed fools and brought them to the edge of the swamp near Citrusville, Florida, to execute them. The execution was thwarted by the Man-Thing, and the Foolkiller was accidentally killed in the melee. His paraphernalia was taken into custody by the Florida authorities.

While jailed for vagrancy, Richard Rory met Greg Salinger, who had been incarcerated for disorderly conduct. To while the time, Rory told Salinger all about the original Foolkiller, unaware how mentally unstable his cellmate was. When Salinger was freed, he vowed to take up the Foolkiller's mission and secularize it. He first stole all of the Foolkiller's paraphernalia from the authorities, and then undertook an intensive period of phys-

ical training. He eventually tracked Rory down to New York where he thanked him for providing the inspiration for his new career. While there, he executed his first "fool," the superhumanly strong Blockbuster. He then sought to kill the extradimensional madman called Lunatik, which led him to the Defenders. He considered joining their ranks until he deemed them all fools. Defeated by Hellcat and the Valkyrie, the Foolkiller was taken into custody but managed to escape. He eventually enrolled at Empire State University, where he met student teacher Peter Parker, who is secretly Spider-Man. After killing several "fools" on campus and its environs, the Foolkiller came into conflict with Spider-Man. When it was suggested to him that anyone who would battle Spider-Man had to be a fool, the Foolkiller attempted to shoot himself but was prevented from doing so by Spider-Man. Judged incompetent to stand trial, Salinger was sent to a mental hospital in his home state of Indiana. At present Salinger is in a maximum security ward of the hospital.

STATISTICS:

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R IN (40)
I GD (10)
P AM (50)

Health: 50

Karma: 100

Resources: IN (40)

Popularity: 3

BACKGROUND

Real Name: Unrevealed

Occupation: Inventor working for the U.S. Government, former soldier

Legal Status: Citizen of the U.S. with no criminal record

Identity: Not secret, but Forge is apparently not well-known to the general public

Place of Birth: Unrevealed, presumably in the American West

Marital Status: Single

Known Relatives: None

Base of Operations: Dallas, Texas

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Invention: Forge's Reason is considered Incredible in kit-bashing and cybernetics, Amazing in electronics and sonics, and Unearthly in optics and holography.

Headquarters: Forge designed his headquarters in Dallas' Eagle Plaza. He lived in the top five floors in a multi-level suite. The suite is equipped with holograms of Unearthly intensity that can change the entire decor of the place. Though harmless in themselves, the holograms can sometimes be dangerous. Anyone not familiar with them suffers a -2 CS to his Agility, Fighting and Intuition. All entrances to the building were guarded by Remarkable Intensity lasers which would attack any unauthorized visitors.

Magic: Forge has an innate mystic talent which he developed for several years. He has developed a spirit sight with which, if he makes a yellow Psyche FEAT roll, he will see things as they truly are for 10 rounds.



He can also open and seal gates to mystic dimensions with Monstrous power.

Bionics: Forge's right hand and leg are bionic. The hand looks entirely normal and is permanently attached to his arm. The leg looks metallic and is detachable.

TALENTS: Forge's Reason is considered Excellent in Business and Military matters. He speaks fluent Cheyenne. He has the Mystic Background talent and has Occult Lore in Native American magic.

CONTACTS: Forge works for the U.S. Department of Defense as an independent contractor and has connections with the military, including Henry Peter Gyrich and Project: Wideawake.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Forge is a man who until recently had turned his back on both his mutant and Indian heritages. He is almost always cold and stern, presenting a foreboding face to the world. The one exception is his love for Ororo (Storm). He is a man of morals, however, and when he found out what the government planned to do to mutants with his devices, he put an end to it.

HISTORY

The man known as Forge is a Cheyenne Indian who was once the pupil of Naze, a shaman (sorcerer) in his tribe. Forge developed considerable mystical powers as a result of the training Naze gave him. Forge is also a mutant with an unusual talent for inventing mechanical devices.

Forge served in the Vietnam War and lost his right hand and right leg in a B-52 attack. He sank into a suicidal depression and tried unsuccessfully to kill himself. Forge designed an artificial hand and leg to replace those he had lost. For reasons connected with the war that have not yet been made clear, Forge decided to give up the use of his ability to wield magic. For the most part he has not used his mystical abilities in at least ten years.

Recently, the government commissioned Forge to devise a means of detecting and combatting the shape-changing alien Dire Wraiths. Forge created a scanner device which could detect the presence of

superhumanly powerful mutants and extraterrestrials in its wielder's vicinity, and could even specifically differentiate between Dire Wraiths and other aliens. Forge also created a neutralizer device that could theoretically deprive any superhumanly powerful being of his or her superhuman abilities.

On presidential order Henry Peter Gyrich, an agent of the National Security Council, took possession of the only existing model of Forge's neutralizer in order to use it against Rogue, a member of the mutant X-Men who was falsely suspected of killing an agent of the Intelligence organization SHIELD. Gyrich instead shot Rogue's fellow X-Man Storm with it, as she attempted to protect her colleague. Her superhuman powers apparently entirely removed, Storm fell into a river, from which Forge rescued her.

Feeling guilt and responsibility for her loss of her powers, Forge brought Storm to his headquarters in Dallas, Texas. There Storm revived, and she and Forge grew strongly attracted to each other. However, when Storm learned that Forge had designed the neutralizer gun that had deprived her of her powers, she felt betrayed. Furious at Forge, she left his building, but returned on learning he was in danger from the Dire Wraiths. The Wraiths were aware that Forge's neutralizer could not harm them in its present stage of development, but intended to kill him before he could improve it so that it could. Together, Storm, Forge, the X-Men, Magik and the sorceress Amanda Sefton defeated the Wraiths who came after Forge, but Storm's hatred of Forge persisted.

Forge further improved his neutralizer so that it would negate the Wraiths' mystical abilities, and created several of these improved devices, but he was still guilt-ridden over Storm's loss of her powers. Fearing that people would use his neutralizers against other superhuman Earth beings, Forge not wanting to give them the devices even for use against the Dire Wraiths. But after joining forces with the Wraiths' greatest foe, the spaceknight Rom, to battle Wraiths in Dallas, Forge

decided to construct a gigantic "neo-neutralizer" in Earth orbit. Powered by Rom's own neutralizer, Forge's orbiting device could cast all the Dire Wraiths on Earth into otherdimensional Limbo.

But Gyrich intended to use the neo-neutralizer to eliminate the superhuman powers of every being on Earth possessing any. To thwart Gyrich's plan, Rom and Forge aimed the neo-neutralizer not at Earth, but at the Wraiths' homeworld, Wraithworld, which was approaching Earth through hyperspace. The device negated Wraithworld's magic, the source of the Wraiths' own mystical powers, therefore causing Wraithworld to cease to exist and depriving Wraiths throughout the universe of their mystical abilities. Thus Forge is responsible for saving Earth from the Dire Wraiths.

Forge has ensured that the neo-neutralizer cannot be used against Earth's superhumanly powerful beings, and all known specimens of Forge's neutralizer have been destroyed. One neutralizer was used by Tony Stark to depower the superhuman criminal, the Termite, and then destroyed.

Eventually Forge and Storm were reconciled, but were then kidnapped by "the Trickster," a chaos-wielding demon who had possessed the body of Forge's teacher, Naze. It was revealed that Forge had used the spirits of his dead comrades to open a gateway and summon through demons to avenge his fellows during a skirmish in the Vietnam War. The gateway also acted as a portal for the Trickster, who planned to destroy the Earth and rebuild it to his own design.

The X-Men eventually breached the Trickster's palace. Only Forge could reseal the gateway and banish the Trickster, and to do so he was forced to utilize the souls of the X-Men. He succeeded and returned to Earth, where he was held responsible for "killing" the X-Men by the news media. He has gone into seclusion and is unaware that the X-Men were brought back to life by the Trickster's immortal counterpart, Roma.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	TY (6)
I	EX (20)
P	TY (6)

Health: 46

Karma: 32

Resources: TY (6)

Popularity: 2

BACKGROUND

Real Name: David Fortunov

Occupation: Former freelance adventurer for hire, now retired

Legal Status: Citizen of the U.S. with no criminal record

Identity: Publicly known

Place of Birth: New York City, New York

Marital Status: Widower

Known Relatives: Wife (deceased, name unrevealed), children, daughter-in-law (names unrevealed)

Base of Operations: New York City, formerly Hollywood, California

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS:

Weapon: Fortune has carried a number of firearms over the years. All of them have been identical to the Handgun/Pistol found on pg. 42 of the Players' Book, with 9 shots.

Aging: Dominic is currently in his late seventies. In his prime during the 1930's and 40's, all of his Physical Attributes were one rank higher, giving him a Health of 80.

Talents: Dominic Fortune is an expert fighter, he has both the Marksman and Guns skills, as well as Martial Arts B and Acrobatics. He also has the Detective/Espionage Talent.

Contacts: During the 1930's and 40's, Dominic often worked for the U.S. government and had a number of Political and Law Enforcement Contacts in the U.S. However, many of these people are either dead or retired in the 1980's.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

In his days as a full-time crimefighter, Dominic was a devil-may-care adventurer and modern-day swash-buckler. Although he accepted fees for his work and often did commercial endorsements, he truly believed in right over wrong. Although the years have slowed him down, Fortune in his 70's has many of the same attitudes. He has had some difficulty in coming to grips with his reduced physical capacities. He'll happily flaunt the law for friends or for a good time, but never in such a

way that would endanger an innocent party.

HISTORY

During the 1930's, David Fortunov won widespread fame as an adventurer for hire under the name of Dominic Fortune. Fortune gave himself the public image of a modern-day swashbuckler, and even wore a distinctive costume when going into action or making public appearances. Fortune had considerable success in battling criminals and subversives. He even thwarted an attempt by the young Baron Strucker to assassinate a United States senator. Fortune was based for a time in downtown Hollywood, and later in New York City, where he apparently grew up. He not only accepted fees for the jobs he performed but also did commercial endorsements for Ferdley's Milk in print advertisements and on radio. Nonetheless, in part due to his gambling, Fortune

was continually in debt to his landlady and lover Sabbath Raven.

Raven was born Gina Morelli in Brooklyn, New York. She became famous herself as the proprietress of the gambling ship Mississippi Queen in California, though she too spent a great deal of time in New York. Raven aided Fortune in his assignments, and was herself adept at battling criminals.

In 1940 Fortune was assigned by a munitions manufacturer to track down the Nazi agents, led by Baron Wolfgang von Lundt, who had stolen a set of top secret plans. Together Fortune and Raven defeated von Lundt and his men and recovered the plans. This was the last case that Raven and Fortune worked on together. Fortune served in the American military during World War II, and lost touch with Raven, who disappeared on a trip to Europe in 1942, and was presumed dead. It was rumored that her trip was actually a mission for U.S. Army Intelligence.

Fortune tried to find Raven, but eventually gave up. At some point he

retired as a freelance adventurer. He married and raised a family. After his wife died, Fortune's son placed him in the Restwell Nursing Home in New York City. Still an avid exerciser and in remarkably good physical condition for his age, Fortune was motivated to come out of his decades of retirement by the appearance of the eccentric criminal Turner D. Century. Fortune first met Spider-Man while both fought Century. Inspired by this adventure, Fortune left the nursing home, despite his son's wishes, to continue his search for Raven.

Seeking a clue to her whereabouts, Fortune began investigating von Lundt, who was now living in America as Simon Steele, head of Steele Enterprises. Steele contracted the criminal known as the Shocker to kill Fortune, but instead Fortune and Spider-Man together defeated the costumed criminal. Fortune is continuing his search for Raven, unaware that she is apparently now an associate of von Lundt's. The mystery behind Raven's current activities has yet to be resolved.

FRANKENSTEIN'S MONSTER

STATISTICS

F EX (20)
A GD (10)
S IN (40)
E AM (50)
R PR (4)
I TY (6)
P GD (10)

Health: 120

Karma: 20

Resources: None

Popularity: -2

BACKGROUND

Real Name: "Adam"

Occupation: None

Legal Status: None

Identity: Publicly known, but generally believed to be a fictional character

Place of Creation: Ingolstadt, Bavaria, now in West Germany

Marital Status: None

Known Relatives: Inapplicable

Base of Operations: Mobile, current whereabouts unknown

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Armor: The monster has thick skin that serves as Good body armor against physical attacks. Due to his unusual physical resilience, all physical combat effects against the monster are reduced by one color, therefore making him immune to Red results.

Rapid Healing: The monster can heal from wounds at a much faster rate than normal humans. He can regain his Endurance rank in Health points once every hour instead of only once per day.

Suspended Animation: Whenever the monster is subjected to cold of at least Remarkable intensity, he enters a state of suspended animation until he is warmed taking no damage from the cold. An Endurance FEAT is required to avoid this event.

Huge Size: Standing over 8' tall, the monster is considered to have Feeble Growth permanently, giving him a +1 CS to be hit.

Talents: None

Contacts: In the past, the monster has been helped by one of his crea-



tor's ancestors, Veronica, on one occasion and could probably prevail upon her for help if the need arose.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Hideous in appearance, Frankenstein's monster is in fact truly sensitive. Shunned by humanity, he has often found himself in combat that he would have avoided if left to his own devices.

HISTORY

During the later years of the Eighteenth Century, Victor Frankenstein, a brilliant student in chemistry and the biological sciences at the University of Ingolstadt and the heir to a Swiss barony, embarked on experiments to create artificial life. Frankenstein hoped thus to create a new species of humanoid life, and, by doing so, to learn how to reanimate the dead and thus discover a means for human immortality. Frankenstein succeeded in piecing together a giant humanoid form from various parts of different fresh human corpses. Frankenstein's extraordinary genius enabled him to discover a means of preventing cellular deterioration in the body parts he used, and to overcome the human body's tendency to reject parts transplanted from another. Finally, using means that remain unrevealed, Frankenstein brought his creation to life. Terrified and revolted by the grotesque creature once he had come to life, Frankenstein abandoned him.

The bewildered monster wandered off. Although the monster's brain had once belonged to a living human, the monster had none of that human's memories, and at first was as ignorant as an infant. However, the monster was highly intelligent, and not only learned to survive on its own, but also rapidly learned human

language through secretly observing people. Within months the monster could speak as intelligently as any human being.

Alas, the monster was anguished over the fact that his repellent physical appearance isolated him from the human race. His attempts to befriend people were met with fear, hatred, and violence. Infuriated by this total rejection, the monster wanted vengeance on all humanity and on Frankenstein in particular. But, after murdering Frankenstein's young brother William, the monster confronted Frankenstein and requested that he create a mate for him. The monster promised that he and his mate would go far from human civilization and live happily together. Frankenstein began work on creating the female creature, but, fearing that the two creatures would become parents to a race of monsters that would terrorize mankind, Frankenstein destroyed the female creature before bringing her to life.

Enraged, the male monster caused the deaths of Frankenstein's friend Henry Clerval and of Frankenstein's wife Elizabeth. Pursuing the creature into the Arctic, Frankenstein fell victim to cold, fatigue, and hunger. He was brought aboard the ship of Captain Robert Walton, to whom he told his life story, before dying while aboard. The monster, finding his corpse aboard the ship, was repentant and intended to commit suicide in expiation for his crimes. But instead the monster was frozen within ice and went into suspended animation.

In 1818, the writer Mary Shelley published Walton's account of Frankenstein as Frankenstein or, The Modern Prometheus, and she allowed the public to think of the book as a work of fiction.

In 1898 Walton's great-grandson found the monster, who had been revived by heat. The monster wandered in Europe for a time. The creature suffered an injury to his vocal cords in a clash with the vampire Dracula, leaving him unable to speak.

Frankenstein's monster again fell into suspended animation within ice, but was revived again in recent years. One of Frankenstein's descendants, Veronica, operated on the creature's larynx so that he is once again able to speak.

The history of Frankenstein's monster has been inextricably linked with that of Victor Frankenstein's descendants, many of whom became scientists. Among them are Vincent Frankenstein, who died in 1898 after an encounter with the monster, and his son Basil Frankenstein, who was killed in 1942 by his own monstrous creation. Descendants in recent years include the late Boris Frankenstein, who created a short-lived duplicate of the Silver Surfer, Baroness Victoria Frankenstein, heiress to her family's ancestral title, and Veronica Frankenstein, a surgeon and biophysicist. None of these people are direct descendants of Victor Frankenstein, who died childless, but are descended instead from near relatives of Victor's.

Note: Frankenstein's monster should not be confused with two other creatures which were constructed to be nearly identical to him in appearance. The first (depicted in X-Men #40) was a robotic android which was destroyed and the second (see INVADERS #31) was created from parts of dead human bodies by Dr. Basil Frankenstein for use by Nazi Germany. This creature apparently destroyed itself in a leap from a great height.

STATISTICS

F	PR (4)
A	PR (4)
S	PR (4)
E	GD (10)
R	TY (6)
I	PR (4)
P	TY (6)

Health: 22

Karma: 16

Resources: PR (4)

Popularity: 3

BACKGROUND

Real Name: Eugene Paul Patilio**Occupation:** Student (high school)**Legal Status:** Citizen of the U.S. with no criminal record, still a minor**Identity:** Secret**Place of Birth:** New York City, New York**Marital Status:** Single**Known Relatives:** Vincent (father), Rose (mother, deceased)**Base of Operations:** New York City, New York**Past Group Affiliations:** Sometime partner of the Toad and Spider-Kid**Present Group Affiliation:**

KNOWN POWERS

Leaping: Frog-Man wears a suit equipped with electrically powered leaping coils that allow him to reach a height of 6 stories per jump and cross 3 areas at a hop. Eugene is inexperienced in the use of the suit and must make an Agility FEAT to stop, or he bounces in a random direction and must make another Agility FEAT roll until he succeeds. When bouncing around in such a manner, however, Eugene is -2 CS to be hit and receives a +1 CS when charging.

Talents: None

Contacts: Frog-Man has assisted Spider-Man, the Human Torch, and Captain America in the past. He has allied himself with Spider-Kid and the Toad as a somewhat successful crimefighting team, but it is not known if the group has remained together.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Eugene is a kid who means well, but whose intentions do not always work out. He is always eager to please and is a big super hero fan. He truly wants to make his father happy, and feels that he is carrying on the proud "Frog" tradition of the Patilio line.

HISTORY

Eugene Paul Patilio's father, Vincent, was an inventor who had never created anything successful until he devised electrically powered coils that could be used for leaping great heights and distances. Tired of his lack of success, Vincent Patilio designed himself a frog-like costume incorporating the leaping coils and embarked on a criminal career as the Leapfrog. However, he was defeated twice by the costumed crimefighter Daredevil and once by Iron Man and sent to prison. (The Patilios have no connection with

another of Daredevil's foes, the original Frog-Man, who is now deceased.)

Vincent Patilio served his time in prison and then returned to his wife Rose and young son Eugene. Rose's salary kept the family financially solvent until she died of cancer. Barely making enough money to support himself and his son, Vincent fell into despair. He blamed his past as the Leapfrog for his failure in life.

In an attempt to redeem his father's name and thus get him to come to terms with his past, Eugene Patilio decided to don one of his father's Leapfrog costumes and use it to become a costumed crimefighter. He began an earnest if somewhat

clumsy battle against crime. In attempting to help Spider-Man and the Human Torch, Eugene accidentally succeeded in defeating the criminal Speed Demon. Greatly encouraged by this victory, Eugene named himself "the Fabulous Frog-Man."

Vincent was proud of his son for capturing the Speed Demon, but his pride turned to disapproval as Eugene continued to serve as a "super hero" from time to time. Lately Eugene, as the Frog-Man, unsuccessfully tried to join the Defenders, and then formed a crime-fighting team with the Toad and Spider-Kid. The current status of this team is unknown.

STATISTICS

F	IN (40)
A	EX (20)
S	GD (10)
E	RM (30)
R	EX (20)
I	EX (20)
P	GD (10)

Health: 100

Karma: 50

Resources: AM (50)

Popularity: 50

BACKGROUND

Real Name: Nicholas Joseph Fury
Occupation: Public Director of SHIELD

Legal Status: Citizen of the U.S. with no criminal record

Identity: Publicly known

Place of Birth: New York City, New York

Marital Status: Single

Known Relatives: Jack (father, deceased), Dawn (sister), Jacob (alias Scorpio, brother, deceased)

Base of Operations: SHIELD headquarters, apartment in Manhattan

Past Group Affiliations: Former Colonel, U.S. Army; former official, Central Intelligence Agency; Public Director of SHIELD

Present Group Affiliation:

KNOWN POWERS

Body Armor: Fury normally wears a protective vest of Kevlar armor at all times, giving him Typical protection from physical attacks and Poor protection from fire.

Weapons: Fury uses a variety of weapons available in the SHIELD armory, including machine and force pistols. His personalized weapon is a needle gun, which shoots a stream of finely honed slivers up to 6 areas away for Excellent damage on the Edged Throwing column. The needle gun contains 300 rounds and is made of Excellent Strength materials.

Reduced Aging: Since World War II, Nick has received constant injections of the "Infinity Formula," a serum which reduces aging by a factor of five. Thus Fury looks only 10 years older than he did in the 1940's.

Talents: Fury has the Military, Espionage, and Leadership talents. He is

a Pilot of air and space craft, a demolitions expert (+1 CS on all matters involving explosives), is trained in First Aid, is a skilled Marksman, and has Wrestling and Martial Arts A, B, D, and E skills.

Contacts: Fury is the Executive Public Director of SHIELD, an espionage organization with Monstrous Resources. He has ties with various parts of the U.S. Government, the CIA, and MI5. He is a close friend of the original Captain America and the mentor of Mockingbird.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

A hardened combat veteran, Nick Fury is a man of the highest standards of honor and integrity. Extremely proud, he prefers to accomplish missions without outside help. Although he is aware that something is afoot in SHIELD, he prefers to resolve the situation internally.

HISTORY

Nick Fury was the eldest of three children born to an American pilot who died in battle during the last year of World War I. Fury grew up in the Hell's Kitchen section of New York City. In 1941, with the start of American involvement in World War II, Fury enlisted in the Army. He underwent basic training at Fort Dix under the command of Sgt. Charles Bass, a stern taskmaster who chose Fury to be the company scapegoat. Shortly after completing basic training, Fury proved himself an excellent soldier and capable leader, and rose quickly to the rank of sergeant. In the European theatre of operations during World War II, Fury commanded the "Howling Commandos", a specially-trained band of soldiers whose exploits gained them fame for their brave and apparently foolhardy combat style.

On one mission in France, Fury came under the emergency care of Professor Berthold Sternberg, who first inoculated him with the "Infinity Formula", a serum Fury has taken annually since then, which has slowed the processes of aging in his body. Sgt. Fury remained on active duty through the Korean War, during which the Howlers were reunited for a special mission to surreptitiously cross the 38th parallel and blow up an enemy MIG base. This mission earned Fury a battlefield commission, and he was promoted to Second Lieutenant. Spy work Fury performed for the French government in Viet Nam in the 1950's earned him a promotion to Colonel, and eventually a full-time appointment to the Central Intelligence Agency. Fury remained there for several years, until he was contacted by the Board of Directors of the newly-organized international espionage organization SHIELD (Supreme Headquarters International Espionage Law-enforcement Division) and offered directorship.

Fury has served as SHIELD's public director, both in administrative matters and in the field, ever since. His leadership has seen the organization through countless crises and he was instrumental in thwarting major threats to world freedom launched by such subversive groups

as AIM, HYDRA, and Zodiac. Fury's personal honor and integrity has kept the unethical aspects of espionage and covert paramilitary exercises sanctioned by SHIELD to a minimum. But as SHIELD grew to the vast international network it is today, not even a man of Fury's ability, drive, and integrity is able to personally oversee all of SHIELD's numerous operations. Consequently, SHIELD has undertaken operations from time to time without Fury's authorization or knowledge, of which Fury would definitely not approve had he known of them. These operations have been conducted by various of SHIELD's numerous regional directors or by subversives within the organization. Former SHIELD agent Barbara Morse (now the crimefighter Mockingbird) was vital in revealing to Fury corruption within the organization. Fury has since then spent more time attempting to keep tabs on all of SHIELD's activities and less time as a field commander.

Recent indications are that certain factions within SHIELD are attempting to turn it into an autonomous organization free to indulge in various unethical aspects of espionage. Fury has some awareness of the situation and is taking steps to discover who is behind the plans to remove him from his position.

STATISTICS

F	TY (6)
A	IN (40)
S	AM (50)
E	X (150)
R	EX (20)
I	MN (75)
P	UN (100)

Health: 246

Karma: 195

Resources: N/A

Popularity: 40

BACKGROUND

Real Name: Unrevealed

Occupation: Patron goddess of Earth

Legal Status: Inapplicable

Identity: Gaea is believed to be a legendary being by the general populace of Earth

Place of Birth: Earth

Marital Status: Inapplicable, but Gaea has mated with several gods

Known Relatives: Chthon (fellow Elder God), Atum, Thor (sons)

Base of Operations: Earth

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Elemental Control: Gaea has Shift Y control over all of the natural forces of the Earth, such as storms, volcanoes, tidal waves, etc.

Shape Changing: Gaea can take any female humanoid form that she wishes.

Growth: Gaea has Unearthly Rank Growth, allowing her to become up to 30 feet tall.

Healing: Gaea can bring any individual or creature of Earthly origin up to full Health merely by touch.

Mental Powers: Gaea has Amazing rank Telekinetic abilities and Shift Z Telepathic and Teleportational abilities.

Spiritual Transfer: Gaea can draw upon the spiritual energies of all of Earth's living beings, and bestow mystical powers of up to Amazing rank upon sorcerers who call upon her assistance.

Talents: Gaea has the Medicine, Biology, Geology, Genetics, and Archaeology Talents. She has a Mystical Background and the Occult Lore skill relating to any form of mag-



ic practiced on Earth. She speaks all Terran languages.

Contacts: Gaea has called upon Dr. Strange in the past for assistance. She also would be able to gain help from any of the gods with whom she has mated, or any of her sons, particularly Thor.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Time and again Gaea's actions show her to be an ally of mankind. She wields her godly powers quietly and patiently, "letting nature take its course."

HISTORY

Gaea is one of the major Elder Gods who first materialized on Earth shortly before other lifeforms appeared there. She and her brother god Chthon were among those Elder Gods who inhabited the land masses of the Earth (as opposed to the sea or skies) and may have had something to do with forming certain geological patterns. Although Gaea was humanoid in form, most of the Elder Gods were not. Except for Gaea, the Elder Gods eventually degenerated into demons; in other words, these Elder Gods became parasitic entities, needing to feed on the life essences of other beings in order to survive. Since humankind had not yet been born, these Elder Gods began preying on each other.

Fearing that the demons' battles would destroy the newly evolving life on Earth, Gaea called upon the Demiurge, the sentient life force of Earth's biosphere, and gave birth to the first of the next generation of Gods, Atum, who was dedicated to the consumption and elimination of the evil which the Elder Gods had wrought in their degeneration into

demons. Atum killed virtually all the Elder Gods, although some, like Chthon and Set, escaped into other dimensional worlds.

Gaea was the only Elder God permitted by the second generation of gods to exist. She infused her godly life essence into all living beings on Earth. Each living being born on Earth is infused with a portion of her life essence. It is for this reason that Gaea has been known throughout human history as the patron goddess of all living beings on Earth. She is the embodiment of the spirit of life, growth, harvest, and renewal on this planet.

Under various names Gaea has become a member of every pantheon of gods worshipped by polytheistic religions throughout human history. Her role in these pantheons is always that of the maternal goddess of the Earth. In at least some cases, Gaea is actually the parent to races of gods who were worshipped on Earth, or to particular gods within specific pantheons. For example, according to ancient Greek myth, Gaea gave birth to the sky god Ouranos, with whom she then mated to produce the race of Titans, two of whom, Cronus and Rhea, were the parents of Zeus and the rest of the first generation of Olympian gods.

The Asgardian god Odin mated with Gaea, under her name of Jord, in order to produce a son who would combine the power of Asgard and the power of Earth within himself.

That son was Thor, who, however, was raised by Odin's wife Frigga and did not learn his mother's identity until recently.

On the arrival of the Third Host of the Celestials upon Earth, the leaders of Earth's pantheon of gods learned that these extraordinarily powerful extraterrestrial beings intended to return to Earth centuries later to judge its inhabitants. If the Celestials judged against humanity at that time, they would destroy Earth. Over the following centuries, while the leading male gods of the pantheons planned means of defense against the Celestials, the leading goddesses sought out members of the human race who had the highest genetic potential. Twelve such humans were selected and evolved by the gods into godlike beings themselves, who became known as the Young Gods. Gaea presented these twelve Young Gods to the Fourth Host of the Celestials as examples of the human race at its finest. As a result, the Celestials judged in humanity's favor and left Earth, taking the Young Gods with them. This was perhaps Gaea's greatest achievement in her role as protectress of all life on Earth.

Gaea is no longer worshipped or thought to be real in the monotheistic cultures of the present day. However, whether people believe her to be real or not, when they refer to Mother Nature or Mother Earth, they are speaking about Gaea.

STATISTICS

F MN (75)
 A MN (75)
 S CL1000
 E CL3000
 R CL1000
 I CL1000
 P CL1000
 Health: 4150
 Karma: 3000
 Resources: CL3000
 Popularity: -1000

BACKGROUND

Real Name: Galactus, formerly Galan
Occupation: Planet Destroyer
Legal Status: None
Identity: Known throughout the universe, including Earth
Place of Birth: Planet Taa
Marital Status: (As Galan) Unknown, (as Galactus) None
Known Relatives: None, although Galactus has spoken figuratively of Eternity and Death as his relations
Base of Operations: Mobile, via his worldship, throughout the known universe
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Body Armor: Galactus' armor provides Shift X protection from physical and energy attack. In addition, Galactus is Invulnerable to Heat, Cold, Corrosives, Toxins, Disease, and Radiation.

Energy Manipulation: Galactus has Class 3000 ability to manipulate all forms of energy. He can duplicate any superhuman power or endow similar powers to others to create heralds such as the Silver Surfer and Nova. Galactus rarely uses his powers above Shift Y level, as they drain his cosmic energies.

Telepathy: Galactus has Unearthly Telepathy, but may only read a mind that is not being read by another.

Technology: Galactus has an unbelievable array of technological devices available to him. He has a spherical shuttle ship that may carry him between the stars, and carries equipment to allow him to eat planets without expending any of his own energies.



Hunger: In order to survive, Galactus must consume the bio-energies of planets that support or have the potential to support life.

After 30 days without feeding Galactus' Class 3000 abilities will slip to Class 1000. After 60 days, all Class 1000 abilities slip to Shift Z. After 90 days, they lessen to Shift Y, and so on. Galactus may devour a planet's energies by using specially-built devices, or by absorbing the energy directly (the latter leaves Galactus immobile for 1-10 days). The process takes 24 hours to initiate and com-

plete. Use of his Powers at full strength reduces the time between feedings by 1 Terran day for each instance.

Talents: None

Contacts: Galactus is feared throughout the galaxy. He has some kind of friendly relation with both Death and Eternity, but the exact nature of this is unknown.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Galactus exists more as an elemental force than as an actual being. Although he often acts from motivations incomprehensible to mortal men, he does seem to possess some emotions. He is, however, careful to keep these emotions from influencing which planets he consumes. When his life was saved by Reed Richards, he sincerely swore never to attack Earth again. He also appreciates the honor and nobility of his heralds, especially the Silver Surfer, who recently saved him from destruction at the hands of the Elders of the Galaxy. He may also be falling in love with his current herald, Nova.

HISTORY

Galactus is the sole survivor of the universe that existed prior to the big bang which brought our own into existence. Originally, Galactus was a humanoid being named Galan, who was born on the planet Taa. This paradise-like world was said to have had a civilization which was the most advanced of any in the known universe of that time.

There is no way of determining how much time passed between the death of that universe and the creation of the current one. But finally the "Cosmic Egg" underwent another "Big Bang," and the being that had been Galan was simultaneously hurled outward in his recreated starship.

The nascent Galactus drifted in

his starship for eons as life began to come into existence in the universe, including the races that would give rise to the Elders of the Universe. Eventually the young Galactus' starship was sighted by one of the Watchers, an ancient race of beings who had undertaken to observe the events of the universe. This Watcher considered destroying the being before he harnessed his full power. Instead, though, he decided to abide by the Watchers' oath of non-interference, and let the nascent Galactus depart in his starship.

The primal Galactus learned how to use his vast power, and created a suit of armor to help him regulate it. He then transformed the starship into a kind of incubation chamber, where he spent centuries evolving into his current form. Finally, the incubation ship drifted into orbit around the inhabited planet Archeopia. The Archeopians themselves did not disturb the strange ship, but years later a marauding space fleet, nearing Archeopia and thinking Galactus' ship to be a weapon, attacked it. Galactus, his incubation finished, emerged, destroyed the fleet, and then, hungering for energy, consumed the biospheric energy of Archeopia. A small fleet of Archeopian ships managed to escape, but all life on the planet was destroyed. (The Archeopian race would later be fully exterminated by living planet Ego.)

Over the following millennia Galactus built himself an immense starbase, the worldship he calls Taa II, which engulfs the Archeopian solar system. Galactus also sought out planets rich in certain unknown energies that he consumed to sustain his life. During these many millennia Galactus consumed only planets uninhabited by sentient life-forms, except for Archeopia, and many centuries passed between his "feedings".

Galactus has succeeded in suppressing his sympathy for intelligent beings like himself when he was Galan, and, believing himself to be a higher kind of being than they, is willing to destroy their lives to continue his own. Moreover, he is aware that he was created to fulfill an as yet

unrevealed purpose that he believes will ultimately compensate the universe for all the destruction he wreaks.

At one point Galactus threatened to destroy the planet Zenn-La, home of a civilized race. One of that world's inhabitants, Norrin Radd, persuaded Galactus to spare the planet by volunteering to become his "herald" and search out uninhabited worlds for him to consume. Galactus agreed, and transformed Norrin Radd into the Silver Surfer.

Eventually, however, Galactus grew determined to consume the energy-rich planet Earth. The Surfer rebelled as a result, and Reed Richards of the Fantastic Four thwarted Galactus. Galactus was forced to vow to spare Earth, and he punished the Surfer by erecting an energy barrier that prevented the him from leaving Earth.

Despite his pledge to Richards, Galactus returned to Earth several times with an intent to consume it, but was always thwarted.

During his last attempt to destroy Earth, Galactus had gone so long without "feeding" that his energies were severely waning, and a large number of Earth's superhuman defenders actually succeeded in defeating him in battle. Galactus lay dying from lack of energy, but Reed Richards saved his life. The grateful Galactus pledged his friendship to Richards and sincerely gave his word never to attack Earth again. Galactus has steadfastly abided by this oath ever since. During this visit to Earth Galactus recruited his latest herald, Nova.

Galactus continues to prey upon other worlds, and recently he destroyed the Skrull throneworld, thereby plunging the Skrull empire into chaos.

There is an account of a far distant alternate future, in which man no longer exists on Earth, and Galactus, therefore no longer feeling bound by his oath, consumes it at last.

STATISTICS

F	TY (6)
A	TY (6)
S	RM (30)
E	IN (40)
R	IN (40)
I	RM (30)
P	MN (75)

Health: 82

Karma: 145

Resources: UN (100)

Popularity: 0

BACKGROUND

Real Name: Ord Zyonyz**Occupation:** Botanist**Legal Status:** Possesses no citizenship**Identity:** Secret. His existence is unknown to the general population of Earth.**Place of Self-Awareness:** Seyfert galaxy M-77**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Known universe and various microverses**Past Group Affiliations:** Elders of the Universe**Present Group Affiliation:**

KNOWN POWERS

Immortality: The Gardener is immortal and does not die if reduced to 0 Health and Shift 0 Endurance.**Invulnerabilities:** The Gardener is invulnerable to heat, cold, energy, electricity, radiation, toxins, disease, and aging. He can be affected by slams and stuns, and is vulnerable to mental and magical attacks.**Soul-Gem:** The Gardener can use the Soul-Gem which he wears upon his brow to control and accelerate the growth of plants at Shift Z rank. He has developed the power stunts of entangling and commanding mushrooms and fungi. He can also use the Soul-Gem to fly or open dimensional portals, all at Class 3000 rank, and create Force Fields of Shift X rank.

The Soul-Gem that the Gardener wears is the one which Adam Warlock wielded. It presumably contains the souls of Adam Warlock, Pip, Gamora, and others that Warlock slew. The Gardener is immune to the corrupting effects of the Soul-Gem. It



is not known if he can use any of the powers of the Soul-Gem that Adam Warlock did.

Talents: The Gardener's Reason is considered to be Unearthly when dealing with plant life.**Contacts:** The Gardener is one of the Elders of the Universe.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Until recently, the Gardener was interested in preserving all life, particularly plant life. After a recent change of heart, he appears willing to use plants to achieve his other goals.

HISTORY

Like all those of his fellow Elders of the Universe, the Gardener's origin is lost in antiquity. What is known is that he among the oldest living beings in the universe, having been a member of one of the first of the universe's races to become sentient in the wake of the Big Bang. Virtually immortal, the Gardener has devoted his life to the creation of natural

beauty by sowing the seeds of plants, flowers, and trees upon barren or devastated worlds. The number of worlds he has turned into fertile planet-wide gardens over the eons is countless. He has amassed a knowledge of botany second to none and has collected billions of different seeds in his travels. Using his advanced cultivation techniques, he can cover a barren Earth-sized planet with lush vegetation in the space of a year.

In recent millennia, the Gardener acquired a Soul-Gem, an alien artifact that enables its possessor to transform cosmic energy for personal use. The Gardener employed it to stimulate the growth of his seeds beyond their normal rate and to traverse space without a starship. Recently, the Gardener used his

Soul-Gem's power to combat the Stranger, another powerful extraterrestrial possessing a Soul-Gem. Believing that he "corrupted" the gem by its use as a weapon, the Gardener abandoned it. Later, the Gardener replaced his Soul-Gem with the one once worn by the golden Earth-being Adam Warlock. Warlock's frequent employment of the gem as a weapon does not matter to the Gardener as long as he himself has not used it in that way.

Upon being contacted by the other Elders of the Universe, the Gardener agreed to partake in aggressive activity against first Galactus and then the universe itself (perhaps he had, in fact, fallen under the influence of the Soul-Gem). When this plan was foiled, the Gardener found himself trapped within a black hole.

STATISTICS

F	EX (20)
A	PR (4)
S	RM (30)
E	IN (40)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 94

Karma: 26

Resources: Poor (4)

Popularity: 4

BACKGROUND

Real Name: Isaac Christians

Occupation: Former soldier, former mayor, later professional adventurer

Legal Status: Citizen of the United States with no criminal record

Identity: Secret

Place of Birth: Christianboro, Virginia

Marital Status: Single

Known Relatives: Ezekial (father, deceased), Mary (mother, deceased), Jeremiah (brother, deceased)

Base of Operations: Formerly Defenders Mansion, Colorado

Past Group Affiliations: Agent of the Six-Fingered Hand, member of the Defenders

Present Group Affiliation:

KNOWN POWERS

Body Armor: Isaac's thick hide gives him Excellent protection from physical attacks.

Bio-mystical Life Force Control: Gargoyle can remove up to an Incredible amount of Health from a target on touch. This loss is regenerated at a rate of 20 points per round, but a victim will die if his Health drops below zero. Every use of this power costs the Gargoyle 2 points of Karma. Gargoyle can control how much Health he will take from a victim, but must announce his intention before making the attack.

Flight: Gargoyle can fly at 3 areas per round.

Regeneration: Isaac regenerates damage at Amazing speeds. In addition, he may regain lost members through regeneration, and he enjoys immunity to the effects of aging and disease.

Force Bolts: Gargoyle can redirect his own bio-mystical life force into

bolts which do up to Incredible damage, but as many points will be removed from his Health as were used in the bolt attack. He regenerates this damage at a rate of 20 points per round.

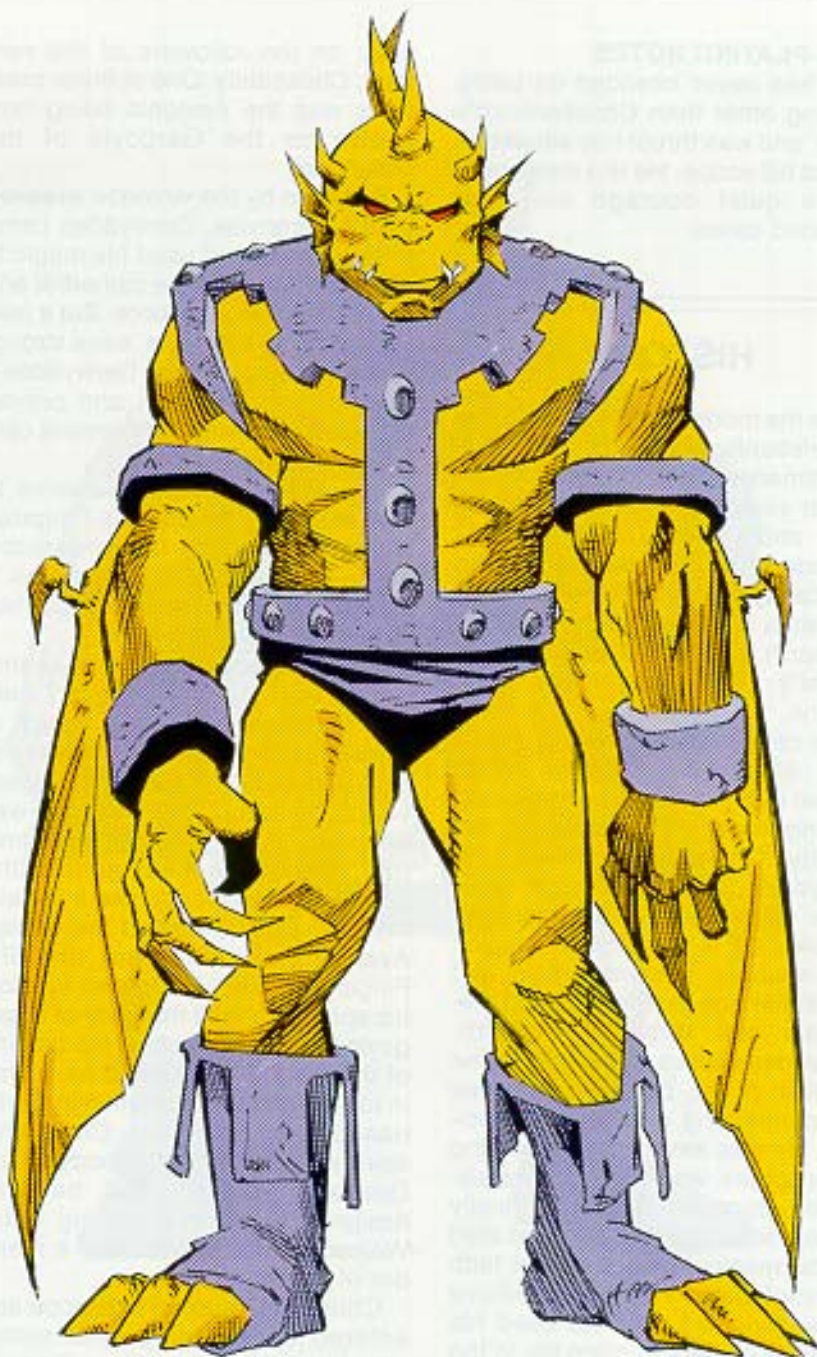
Antimagical Force Field: Isaac may use his life force as a barrier which provides Monstrous protection against magical attacks. Each use of the force field drains 10 points of Health.

Talents: None

Contacts: Gargoyle was a member of the Defenders and should be on

good terms with Angel, Iceman, and the Beast, its surviving members. He might also be able to call upon the assistance of Derwydden, the last of the druids.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES

Isaac had never intended on being anything other than Christiansboro's mayor, and was thrust into situations beyond his scope. He is a meek man with a quiet courage and old-fashioned ideals.

HISTORY

Before the modern times and the rise of Christianity, the gods of various extradimensional pantheons held far greater sway on Earth than they do today and fairies and elementals abounded. But as time passed and Christianity spread, the old polytheistic faiths died out. Many of the air and earth elementals degenerated mentally and physically into demons.

One cathedral was erected upon a place of mystical power, which entered into the church's gargoyles, granting them awareness but not mobility. One day centuries ago, Derwydden, last of the Druids, came to the cathedral. The Druids were members of a polytheistic religion who inhabited ancient Britain and Gaul in the age that faeries and elementals still thrived on Earth. Derwydden was studying to become a Druidic priest, but set out to sea after committing a breach of discipline. He was saved from drowning by sea sprites, who cast him into suspended animation. When he finally awoke, the Druidic religion had died and the magical beings of that faith had vanished. The shock drove Derwydden mad, and he used his sorcerous powers to grant life to the cathedral's gargoyles to take vengeance

on the followers of the new faith, Christianity. One of these creatures was the demonic being now known as the Gargoyle of the Defenders.

Appalled by the violence wreaked by the gargoyles, Derwydden came to his senses and used his magic to draw them back to the cathedral and become stone once more. But a few, including the Gargoyle, were strong-willed enough to resist Derwydden's power. They escaped, and preyed upon human beings for several centuries.

Eventually the Gargoyle came to the attention of the Six-Fingered Hand, a league of minor demons. They treated the Gargoyle as a slave, and when he rebelled, they determined to punish him.

The Gargoyle's fate became linked with that of an aged man named Isaac Christians, mayor of Christiansboro, Virginia, a town principally built by his father. In recent years, though, Christiansboro was tottering on the brink of economic ruin. Christians had studied the occult; and decided to use it to save the town. He contacted the demon Avarrish, a member of the Six-Fingered Hand and agreed to allow his spirit to inhabit the body of a gargoyle temporarily and do the bidding of the Six-Fingered Hand for a time in exchange for the solution to Christiansboro's ills. Thus, Christian's spirit was placed in the body of the Gargoyle himself and he was assigned to aid in capturing Patsy Walker, who as Helicat was a member of the Defenders.

Christians returned to Europe and entered a degrading relationship with Germaine, a prostitute. He trav-

eled considerably, and ultimately found fulfillment in talking with and assisting Vishnu Dass, a wise man in India. Christians returned to Christiansboro, which he led after his father's death.

Christians later agreed to exchange bodies with the Gargoyle's original spirit, and thereby regained his human form. Leading other surviving gargoyles, the Gargoyle (back in his demonic body) set out to dominate human beings. Christians encountered Derwydden, and they opposed the Gargoyle together. When Derwydden turned all the other creatures to stone, the Gargoyle fired bio-mystical energy at Christians, hoping to destroy him but, instead, it reversed their exchange of bodies. Now back in the Gargoyle's form, Christians killed his human body to prevent the Gargoyle's spirit from doing more evil. The Gargoyle's spirit was trapped within stone, Derwydden departed, and Christians returned to the Defenders.

In her final clash with the Defenders, using power granted her by the Beyonder, Moondragon withdrew Christians' spirit from the Gargoyle's body and transformed it into a gigantic, even more grotesque form that was filled with the power of the malevolent being called the Dragon of the Moon. When four of the Defenders defeated Moondragon and the Dragon of the Moon, the Gargoyle's body was apparently carbonized, becoming a statue of dust and ashes.

However, the fate of Isaac Christians' life force is still unknown, and it is possible, therefore, that he may someday return.

STATISTICS

F RM (30)
A TY (6)
S IN (40)
E IN (40)
R GD (10)
I GD (10)
P TY (6)

Health: 116

Karma: 26

Resources: AM (50)

Popularity: 0

Background:

Real Name: Geirrodur

Occupation: King of the Trolls

Legal Status: Citizen of the Domain of the Trolls

Identity: Unknown to the populace of Earth

Place of Birth: Domain of Trolls, Gundershelm Caverns, Asgardian dimension

Marital Status: Married

Known Relatives: Ulla (wife), Rodi (son)

Base of Operations: Domain of Trolls, Asgardian dimension

Past Group Affiliations: Trolls of Asgardian dimension

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Geirrodur has the same rough hide that other rock trolls have, providing him with Good Body Armor.

Infravision: Geirrodur has the same Remarkable rank Infravision that all rock trolls possess.

Tordenstock: Geirrodur wields a spear of uru metal which can do Incredible Edged damage and is made of Class 1000 metal.

Immunity: Like all rock trolls, Geirrodur is immune to all Earthly diseases. He can function comfortably on approximately half of the oxygen that a human could.

Minions: As King of the Trolls, Geirrodur can call upon any number of his subjects, who have the following statistics:

F	A	S	E	R	I	P
Rm	Pr	In	Rm	Fb	Pr	Pr



The rock trolls have all the powers of Geirrodur, but wield maces, spears, and energy guns which do Incredible damage of the appropriate type.

TALENTS

Geirrodur has the Leadership talent, and is quite charismatic for a troll. He has the Sharp Weapons skill. His Reason is considered Amazing when he is forging weapons.

CONTACTS

Geirrodur commands the vast majority of the trolls living in his domain.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Although Geirrodur is in many ways a typical rock troll (brutal, savage, and unsubtle), he is extremely smart (for a rock troll) and does have the best interest of his people at heart. He lusts for more territory to control, but does not wish to expend his subjects uselessly against a more powerful foe.

HISTORY

Geirrodur was born to the Rock Trolls that lived beneath the ground in Asgard. His father was the master blacksmith and weapons maker of the tribe, and taught Geirrodur all the arts of the trade. When his father died in a war against the Storm Giants, Geirrodur took his father's place. Loki, the god of mischief, helped Geirrodur overthrow the then-current King of the Trolls, Velde-maris. Ever since that day millennia ago, Geirrodur has ruled the Trolls,

having forged a mystic spear out of the uru metal as a token of power. Among Geirrodur's finest accomplishments during his reign was the design and construction of burrowing machines which, due to the uru metal of their bits and scoops, could dig holes into other dimensions. Geirrodur's machine has even dug a transdimensional tunnel from the caverns of Asgard into the bowels of the Earth. Geirrodur's rule was only once opposed: for a brief time the Troll warrior Ulik usurped the throne. Geirrodur has in the past unsuccessfully attempted to conquer Asgard.

STATISTICS:

F	RM (30)
A	RM (30)
S	IN (40)
E	AM (50)
R	GD (10)
I	EX (20)
P	RM (30)

Health: 150

Karma: 60

Resources: PR (4)

Popularity: -10

BACKGROUND

Real Name: Johnny Blaze/ Zarathos

Occupation: Stunt Cyclist

Legal Status: Citizen of the U.S. with no criminal record.

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: 'Crash' Simpson (stepfather), Roxanne Simpson (stepsister)

Base of Operations: Mobile

Past Group Affiliations: The Champions of Los Angeles

Present Group Affiliation:

KNOWN POWERS

Alter Ego: The soul of Johnny Blaze was bound with the demon Zarathos, giving rise to the creature with the attributes listed above. However, Johnny was often in his normal human form, which had statistics as follows:

F	A	S	E	R	I	P
GD	EX	TY	EX	TY	TY	RM

Blaze's mortal form had a 56 Health and a Karma score of 42. He did, however, have a popularity of 5, as a famous stunt rider. At first, Blaze would automatically change into the Ghost Rider in times of danger (treat as Monstrous rank Intuition for surprise purposes). This state lasted until danger was past, at which point the Ghost Rider abilities would fade. As time went on, Johnny could summon the Ghost Rider at will, but this proved to be increasingly difficult. (Returning to human form required an Endurance FEAT to avoid 1-10 rounds of unconsciousness.)

Hellfire: Using mystic flame, the Ghost Rider could perform a variety

of power stunts:

- * Create a flaming version of Blaze's motorcycle in a single round. This cycle had Amazing speed, Incredible body, and Incredible control. The flame cycle could defy gravity, racing along walls, as long as it was in contact with a secure surface.

- * Create walls of flame, encircling a single area up to two areas distant. The flame was of Amazing intensity.

- * Throw fireballs of Amazing fire damage, up to four areas away.

- * Use a form of cold hellfire which would inflict no physical damage but which would force the target to make an Endurance FEAT or lose one rank of Psyche permanently. (This Psyche could be regained through training, of course.) The victim also needed to make a Psyche FEAT (at perhaps a newly reduced rank) against Amazing intensity to avoid passing out due to the psychic trauma. If the target's Psyche was brought below Feeble, its spirit was irretrievably lost.

Body Armor: The Ghost Rider's body was semi-tangible in such a way that most damage proved ineffective against him. This provided Amazing protection against physical attacks, and Class 1000 protection from fire, heat, poisons, and radiation. In addition, he was immune to the effects of hard vacuum and any attack on a living soul (such as Death-Stalker's touch).

TALENTS: Johnny Blaze was a highly talented cyclist, in both his mortal and spectral forms, his Agility being considered Remarkable when dealing with motorcycles. Blaze was also an expert in occult lore, a practice he has forsworn since his experiences with Zarathos.

CONTACTS: The Ghost Rider was a member of the Champions of Los Angeles, and Blaze could presumably call upon any of the group's former members for aid if he required it. In addition, he met with Spider-Man, the Thing, Doctor Strange, the Son of Satan, and Daredevil, in ways more or less amenable. As Johnny Blaze, he is a well-respected stunt cyclist and has

connections throughout the cycling profession.

ADDITIONAL NOTES

ROLE-PLAYING NOTES

Johnny Blaze always put up an easy-going cowboy front, but he was a tortured man during his time as the Ghost Rider. His spectral form was originally no different than his own personality, but it was slowly taken over by a 'spook act' which thrived on terrible vengeance upon those the Ghost Rider considered 'evil.' In the end, Zarathos's demonic persona completely dominated the Ghost Rider, and Johnny Blaze could only gain control of his own form for limited times.

HISTORY

Johnny Blaze was the son of stunt motorcyclist Barton Blaze, the top attraction at Crash Simpson's Daredevil Cycle Show. The elder Blaze was killed performing a dangerous stunt, and Johnny, now an orphan (his mother Clara having died shortly after his birth), was adopted by Crash and his wife Mona.

Blaze, an accomplished stunt cyclist, also began to take an interest in the occult. Just when the Cycle Show was about to get its chance at fame with a booking at Madison Square Garden, Crash Simpson learned that he was dying of a rare blood disease. Desperate to save his stepfather, Blaze performed a ritual to summon up "the devil," whom Blaze believed to be the Biblical Satan but was actually the demon

lord Mephisto. Mephisto agreed to save Simpson from the disease in return for Blaze's soul.

At Madison Square Garden, Crash Simpson performed the greatest stunt of his career, a cycle jump over 22 car widths, and crashed to his death. Blaze was shocked, since he believed the "devil" would protect his stepfather. When Mephisto appeared to collect Blaze's soul, the demon explained that he only promised to save Simpson from the disease, nothing more. However, before Mephisto could take Blaze's soul, Roxanne Simpson (Blaze's stepsister) arrived and recited a spell of banishment she had read in one of Blaze's occult books. Mephisto was forced to leave without Blaze's soul, but was able to graft the essence of the demon Zarathos to Blaze's body.

Blaze was unaware of the separate consciousness of the being that dwelled within him, and believed that the demonic personality was a sinister side of his own personality. At first

the demon manifested itself every nightfall, mystically burning Blaze's flesh to become a fiery skeletal being. Using his demonic hellfire to create a fiery motorcycle to ride, the composite Zarathos/Blaze entity became publicly known as the Ghost Rider. Whenever the Ghost Rider returned to human form, Blaze's flesh would be immediately restored.

At first Johnny Blaze dominated the Ghost Rider's personality. After a few months, Blaze's automatic transformations at nightfall ended. He then became the Ghost Rider whenever he mystically sensed "evil" in his vicinity. Later, Blaze was able to control his transformations as well as the actions of the demon when it manifested itself. It was during this period that the Ghost Rider became a member of the Champions of Los Angeles, a short-lived group of superhuman adventurers. But the more Blaze became the Ghost Rider, the stronger the demon became. Eventually Zarathos tried to take

control of their composite form. Blaze no longer summoned the demon within him to help him accomplish his ends, such as fighting crime. Instead, Blaze valiantly struggled to prevent Zarathos from taking control and wreaking havoc.

Centurios (the American Indian whose soul had been stolen by Mephisto in order to capture Zarathos) sought vengeance on Zarathos for being the reason why he lost his soul. Centurios entrapped Blaze's soul within his "crystal of souls" and then defeated Zarathos. Zarathos cracked open the crystal, releasing Blaze's soul and many others, and entrapping Centurios within the crystal when it mystically resealed. An associate of Centurios offered to send Zarathos into the crystal to take vengeance, and the demon agreed. Zarathos' essence was sucked out of Blaze's body into the crystal, where Zarathos grapples eternally with Centurios, neither able to defeat the other.

STATISTICS

F TY (6)
 A GD (10)
 S PR (4)
 E TY (6)
 R TY (6)
 I GD (10)
 P AM (50)

Health: 26

Karma: 66

Resources: CL 5000

Popularity: 0

BACKGROUND

Real Name: Thomas Gideon

Occupation: Apprentice dreamshaper

Legal Status: Former citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Rochester, New York

Marital Status: Single

Known Relatives: Gregory (father, deceased), Claire (mother, deceased)

Base of Operations: Known Universe

Past Group Affiliations: Apprentice to the Shaper of Worlds

Present Group Affiliation:

KNOWN POWERS:

Tachyon Manipulation: Glorian's major power is his ability to travel by creating a "rainbow bridge" of tachyons. With it he can carry himself and anyone else he wishes at Class 3000 speeds. While travelling, Glorian and his passengers do not require food, water, air, or livable temperatures.

Reality Manipulation: Glorian has Illusion Generation powers of Shift Z rank. At a rate of one area per round, he can convert up to a 10 mile diameter circle for up to 23 hours. If he does not maintain this illusion, the area reverts back to its original appearance.

Talents: Glorian has the Student talent.

Contacts: Glorian is the apprentice of the Shaper of Worlds.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Glorian is enthusiastic about his job. Despite his transformation and the many wonders that he has seen, he is still an Earthling at heart with an Earthling's sense of wonder and glory.

HISTORY

Thomas Gideon, son of billionaire Gregory Gideon and his wife Claire, was aboard a private jet with his parents when it was caught in the heat-pulse and blast wave of a Russian nuclear weapon test. The plane crashed, killing all but Thomas and

his father. Picked up by a Russian trawler, the two Gideons were eventually hospitalized. There they were told that they were dying of radiation poisoning. The elder Gideon spent his remaining months designing a device to tap the mutated genes of the Fantastic Four and somehow reverse his cellular decay (and that of his son) at the expense of the Fantastic Four's lives. His selfish scheme thwarted, Gideon was killed

when his pawn, the Dragon Man, broke free of his control. In the midst of the wreckage appeared the Shaper of Worlds, attracted to the site by the dreams of one of Gideon's henchmen. Though the henchman's dreams proved inadequate, the Shaper took Thomas Gideon, cured him of his fatal disease, and helped him attain his true potential. As Glorian, the young man has undertaken to learn the Shaper's skills.



STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	MN (75)
R	TY (6)
I	PR (4)
P	PR (4)

Health: 145

Karma: 14

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Erik Josten

Occupation: Former soldier of fortune and smuggler, now professional criminal

Legal Status: Citizen of the U.S. with criminal record

Identity: Known to the authorities

Place of Birth: Milwaukee, Wisconsin

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former partner of the Swordsman, ally of the Enchantress, henchman of the Black Widow, the Red Skull, the Mandarin, Count Nefaria, and the Grim Reaper; member of the Lethal Legion and Masters of Evil IV

Present Group Affiliation:

KNOWN POWERS

Growth: Goliath has Shift Y Growth powers. His Strength at normal height is Incredible, but can never exceed Unearthly. Upon being rendered unconscious, Goliath does not revert to his normal size.

Body Armor: Goliath's irradiated flesh provides Amazing protection against physical and energy attacks.

Invulnerability: Goliath is Invulnerable to Heat and Cold. Like Wonder Man, he no longer needs food, water, or air to survive. He can exist in deep space for a short time with no ill effects and, due to Zemo's original ray treatment, he no longer ages.

TALENTS: None.



CONTACTS: Goliath, in his identity as Power Man, was a lackey for the Enchantress, the Red Skull, the Mandarin, Count Nefaria, the Grim Reaper, and Baron Helmut Zemo of the fourth Masters of Evil. His powers were later augmented by the criminal scientist, Dr. Karl Malus and, as a former mercenary, he has a number of his own criminal connections.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

A cheap thug given vast powers, Josten has always been a bully and a braggart with no redeeming aspects. He prefers to humble his opponents with sheer physical power, and vengeance against the Avengers is now his primary goal.

HISTORY

Erik Josten was formerly a mercenary hired by Nazi scientist Baron Heinrich Zemo to smuggle stolen technology into his secret South American stronghold. With this equipment, Zemo built a machine that could project an unknown form of mutagenic radiation ('ionic rays') capable of bestowing superhuman physical powers to a subject. The first test subject was industrialist Simon Williams, who became known as Wonder Man. When Zemo fled his South American base shortly thereafter, he left his 'ionic ray' machine functional. Josten, who had been wounded by South American authorities in his latest smuggling venture, sought refuge in Zemo's now abandoned fortress and learned of the machine.

While he was there, Josten came to the mystical attention of the Enchantress, the Asgardian goddess who had been a former ally of Zemo. When she offered him the chance to submit to the 'ionic ray' treatment, he readily accepted. Later, when the radiation bombardment ended, Josten emerged with physical powers roughly equivalent to those of Wonder Man. The Enchantress produced a costume for him and dubbed him Power Man.

Traveling to the United States, Power Man assisted the Enchantress in her scheme to discredit and defeat the Avengers. When that plot failed and the Enchantress disap-

peared, the love-smitten Power Man surrendered to the Avengers who later refused to press charges thus causing Power Man to be released.

Power Man soon met and allied himself with the criminal Swordsman and the Russian spy, the Black Widow who, at the time, had been brainwashed by the Red Chinese. In a battle with the Avengers, Power Man and the Swordsman were defeated but not taken into custody. Shortly thereafter, they were pitted unsuccessfully against Captain America by the Red Skull. The Skull returned the two to where he found them and shortly afterwards they were summoned by the Mandarin to aid him in his latest scheme of world conquest. Again defeated by the Avengers in South America, Power Man and the Swordsman managed to escape while being extradited back to the United States. Later the two were contacted by the criminal Grim Reaper and invited to join his Lethal Legion for the express purpose of exacting revenge upon the Avengers. Although the Legion managed to capture all active Avengers, the heroes later escaped and subdued their captors.

This time, however, the Avengers decided to press charges and Power Man and most of his teammates were tried and imprisoned. When Josten was released, he learned that the name 'Power Man' had been assumed by the hero-for-hire Luke Cage. Battling Cage for the right to the name, Josten lost. Inexplicably, the strength conferred upon him by Zemo's machine was on the wane. Disheartened by the defeat, Josten shelved his costume and took a job as a dock worker in order to renew contacts in the smuggling profession. He was then sought out by Count Nefaria, who offered him a chance to regain his former strength in exchange for special services. Josten performed Nefaria's errands

and was subjected to a strength-enhancing treatment. However, the bargain was all a scheme by Nefaria to steal the power of Josten and his other henchmen for himself.

Josten managed to escape while the Avengers battled Nefaria and he returned to the docks where, under the name of 'the Smuggler', he set up a smuggling operation for black market goods. Spider-Man stumbled upon Josten's business, however, and with Josten's strength now a fraction of what it had once been, Spider-Man managed to defeat him in combat. Turned over to the authorities, Josten was sentenced and incarcerated for the second time.

When he was finally set free, Josten left the East Coast went to California where he had heard that a criminal scientist, Dr. Karl Malus, specialized in the study of superhuman powers. Josten made a bargain with Malus to renew his lost strength. Dr. Malus not only managed to return Josten's strength to its original level but also subjected him to an extract of the growth formula created by Dr. Henry Pym, the original Giant-Man.

The Pym formula reacted with the strength-enhancing treatment to give Josten far more physical power than he had ever known. Josten decided to take the name Goliath, deriving satisfaction from stealing a hero's name even as a hero had once stolen his. Exhilarated by his newfound power, Goliath went on a rampage to make his might known to the world and was challenged by a contingent of West Coast Avengers who barely managed to subdue him by making him overextend his powers.

Goliath was later freed by allies of the Grim Reaper and thus joined the Reaper in his battle against the West Coast Avengers. When they were defeated, Goliath was returned to captivity and is currently in police custody.

STATISTICS

F	RM (30)
A	GD (10)
S	IN (40)
E	AM (50)
R	TY (6)
I	GD (10)
P	GD (10)

Health: 130

Karma: 26

Resources: EX (20)

Popularity: 6 (80 among Inhumans)

BACKGROUND

Real Name: Unrevealed

Occupation: Royal Administrator

Legal Status: Citizen of Attilan

Identity: Secret

Place of Birth: Attilan, Atlantic Ocean

Marital Status: Single

Known Relatives: Korath (father, deceased), Milena (mother, deceased), Back Bolt, Maximus (cousins), Agon (paternal uncle), Medusa (cousin by marriage).

Base of Operations: Attilan, Blue Area of the moon

Past Group Affiliations: Royal Family of the Inhumans

Present Group Affiliation:

KNOWN POWERS

Mutated legs and feet: Gorgon's super-human powers come from the Terrigen-produced mutation of his torso and legs. His legs are heavily muscled, and his feet have taken the form of hooves. His legs are further mutated so that he may generate an intense pulse of kinetic energy which is triggered by his stomping. He can do Amazing damage to materials by kicking them, and if he stamps upon the ground his power is felt as a shockwave attack with a range of two areas. Note that no damage is inflicted by a shockwave attack, although stuns and slams still take effect.

Other aspects of this power include:

- * Gorgon is treated as if he has Monstrous Endurance for purposes of slams, stuns, and being knocked off his feet in combat.

- * Gorgon has an unusual form of body armor when falling. If he



lands on his feet (the usual case, as he has a low center of gravity), Gorgon and anyone carried in his arms are treated as having Amazing body armor.

ADDITIONAL NOTES:

TALENTS: Gorgon's Reason is Good when he deals with all bureaucracies.

CONTACTS: Gorgon is a member of the Royal Family of Attilan and can call upon the aid of other Inhumans.

ROLE-PLAYING NOTES:

Of all the Inhumans, Gorgon is the fiercest to stand up for Attilan, his monarch, and the Inhuman people (in about that order). He is a stubborn man, and his opinions are unshakable once set. He counts all the Royal Family of Inhumans as close friends and will go to any lengths to insure their safety.

HISTORY

Gorgon was the only son born to the Inhuman architect Korath and the archivist Milena, leading citizens of the their city-state, Attilan. Korath

was a brother to Agon, king of the Inhumans, and thus his son Gorgon is considered part of the Royal Family of Attilan. Like most of the new generation of the Royal Family, Gorgon was subjected to the Terrigen Mist when he was an infant, and the process endowed him with certain physical adaptations and powers. Gorgon's parents were killed in the war against the Trikon, three of the Inhumans' worker drones who were transformed into energy-beings.

During this war, Gorgon was forced to flee Attilan along with the deposed ruler Black Bolt and other members of the Royal Family. For years, Gorgon and his companions

wandered Asia, Europe, and finally America in search of their kinsman Medusa, who was separated from them. When they finally found her in New York, Medusa mistook Gorgon for her enemy, having suffered from amnesia during her exile. Gorgon was forced to battle the Fantastic Four, among whom she sought protection. The misunderstanding was soon resolved, and Gorgon and the Royal Family returned to Attilan where his cousin, Black Bolt, resumed his rightful rule. Gorgon has remained one of Black Bolt's most trusted aides and one of Attilan's staunchest defenders ever since.

STATISTICS

F TY (6)
A TY (6)
S GD (10)
E EX (20)
R AM (50)
I RM (30)
P AM (50)

Health: 42
Karma: 130
Resources: UN (100)
Popularity: 0

BACKGROUND

Real Name: En Dwi Gast

Occupation: Game Player

Legal Status: None

Identity: The Grandmaster's existence is unknown to the general populace of Earth

Place of Birth: Unrevealed planet in now-dead galaxy

Marital Status: Single

Known Relatives: None

Base of Operations: Unknown planet in unspecified location

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Immortality: The Grandmaster is immortal and does not die if reduced to 0 Health and Shift 0 Endurance.

Invulnerabilities: The Grandmaster is Invulnerable to heat, cold, energy, electricity, radiation, toxins, disease, and aging.

Cosmic Energy Control: The Grandmaster has this power at Shift X rank and has developed several power stunts.

- * Resurrection of dead mortal beings
- * Death-power; the victim must make an Endurance FEAT against Shift X Intensity or lose Endurance ranks
- * Temporary bestowal of resurrection and/or death-touch powers to mortals, at Unearthly rank. If the mortal does not use the power within 1-10 minutes, he himself dies.
- * Teleportation across dimensions, time, or space of himself, other people, or objects, at Shift X rank.
- * Energy or Force blast, at Shift X



rank

- * Force fields of Shift X rank
- * Destruction of a planet by means not revealed
- * Permanent bestowal of superpowers on mortals (such as the Squadron Sinister) after following a pattern (such as the Squadron Supreme)

TALENTS: None

CONTACTS: The Grandmaster is one of the Elders of the Universe and has often acted in concert with one or more of his kindred.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

For the Grandmaster, the game is everything. He is psychologically unable to resist a gaming challenge, even if it involves something as simple as flipping a coin for the fate of the Earth. Like the other Elders, he always honors his word, but is often devious and follows the letter of an oath instead of its intent.

HISTORY

As is the case with all of the Elders of the Universe, the Grandmaster's origin is lost in the early history of the universe. It is known that he is one of the oldest living beings in the universe. Like the other Elders, he is the survivor of one of the intelligent races that evolved in one of the first galaxies to form after the 'Big Bang', the cataclysmic event in which the universe was created. Although his race became extinct and even his native galaxy died as the ages passed, the Grandmaster, like the other Elders, lived on, having become virtually immortal. As the relatively few survivors of the earliest period of the universe, the Elders regard themselves as figuratively being brothers.

The Grandmaster has spent his extraordinarily long life in pursuit of amusement through the playing of games. He has traveled throughout the known universe, studying many civilizations' forms of games and play to the point of mastering them. He then began to devise his own types of tournaments and contests, challenging various opponents to games of skill and chance for high stakes.

Capable of traversing space, time, and the dimensions, the Grandmaster once journeyed to the alternate

Earth inhabited by the Squadron Supreme to stage a contest of champions with the time-traveling Scarlet Centurion. The Grandmaster's standard method of playing games was to choose a team of champions to do combat with another team selected by his opponent. The Grandmaster used the Squadron as pawns for his games, while the Centurion assembled various of the Squadron's enemies as the Institute of Evil. Winning the contest, the Grandmaster determined to create his own Squadron, since the original Squadron was unwilling to participate in further games.

He returned to his own universe and transformed three Earthmen into counterparts of Squadron members Nighthawk, Dr. Spectrum, and the Whizzer. He also created a counterpart to Squadron member Hyperion out of non-living extradimensional matter and invested it with consciousness and artificial memories. These four counterparts became the criminal team known as the Squadron Sinister.

Having done this, the Grandmaster journeyed to the time period of Kang the Conqueror (a temporal counterpart of the Scarlet Centurion) and engaged him in a game. After Kang's champions, the Avengers, defeated the Squadron Sinister, the Grandmaster drafted the World War II heroes, the Invaders. If Kang won, the Grandmaster would briefly grant him the power of either life or death; if Kang lost, the Grandmaster would destroy the Earth. Fortunately, Kang's champions, the Avengers, triumphed.

Later, having returned to the 20th century, the Grandmaster used Daredevil and the Defenders as his pawns in a game against the Prime Mover, a robotic computer created by Doctor Doom.

Upon winning this match, the Grandmaster decided to take control

of the Earth as a breeding ground for superhumanly powered pawns for his games, but gave up the Earth after losing a bet with Daredevil.

Although the Grandmaster can resurrect most living beings after their deaths, he cannot do so with virtually immortal beings like himself who are killed. Therefore, the Grandmaster was unable to resurrect his brother Elder, the Collector, after the latter had been murdered. Greatly distraught over the Collector's death, the Grandmaster challenged Death itself to a game. If the Grandmaster won, then the Collector would live; if he lost, then the Grandmaster too would die. The Grandmaster and Death each selected teams from among Earth's superhumans, and sent each team to find and do battle over possessing sections of a 'golden globe of life.' The Grandmaster pledged that if his team won, he would never use Earth people as pawns in his games again. The Grandmaster's team indeed won, but then Death revealed that in order to use the golden globe to resurrect the Collector, the Grandmaster would have to forfeit his own life. Compelled by his sense of gamesmanship to see the game through to its conclusion, the Grandmaster died, and the Collector returned to life.

The Collector eventually played a game of his own with Death, pitting the East Coast and West Coast Avengers against each other. The battle acted as a diversion so that the Grandmaster could absorb Death's powers, but he was later distracted by Hawkeye and Death was freed.

Since that time the Grandmaster has allied with the other Elders in a scheme to kill Galactus. Due to the interference of the Silver Surfer, the plan failed and Grandmaster and most of the other Elders were killed when Galactus consumed them.

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	RM (30)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 46

Karma: 36

Resources: RM (30)

Popularity: -10

BACKGROUND

Real Name: Franklin Hall

Occupation: Former physicist

Legal Status: Citizen of Canada with a criminal record in the U.S.

Identity: Publicly known

Place of Birth: Banff, Alberta, Canada

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Leader of the "Fundamental Forces"

Present Group Affiliation:

KNOWN POWERS

Gravity Manipulation: Graviton has this power at Shift Y rank. He can easily handle up to four effects per round, and has maintained as many as six at once. If he tries to handle more than four effects in one round, he must make a successful power FEAT roll to maintain them all; failure means that all but the two most recent effects are cancelled. All power stunts listed for this power in the Players' Book, pg. 76, are established power stunts for Graviton. Additional power stunts include:

- * Gravitic force bolts of Unearthly intensity and range.
- * Gravitic Force field of Unearthly rank.

TALENTS: Hall was a physicist and thus has the Physics talent.

CONTACTS: Graviton has used a number of superhuman stooges in the past, including the Blank, Halflife, Quantum, and Zzzax. He presumably has several criminal connections in the Los Angeles area.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Franklin Hall was a petty man who gained superhuman powers. Despite his vast abilities he has always met defeat due to his limited imagination. He is one of the most over-confident supervillains in the Marvel Universe, yet he has always been outsmarted. His downfall is usually his attraction to women.

HISTORY

Franklin Hall was a scientist working at a private physics research facility in the Canadian Rockies on a practical teleportation device. In the midst of an experiment, Hall overloaded the power handling capacity of his equipment, causing an explosion that intermingled his molecules with the sub-nuclear graviton particles that were being generated in a nearby series of companion particle accelerators. Recovering from the accident, Hall discovered that he could mentally control gravity. A man of great ambition, he designed a costume, called himself Graviton, and

took over the research facility, lifting it several thousands of feet into the sky. Alerted to his threat, the Avengers tried to rescue the facility.

In the heated fury of the battle, Graviton unleashed sufficient power to cause the matter of the sky-borne laboratory to collapse inwardly around him. The matter of the facility was infused with the atoms of his body for a time, giving his new 60-foot form a massive gravitational field. Eventually, however, he was able to separate his organic atoms from the land mass he had merged with. Still disoriented, the now-human Graviton attempted to find a female companion by taking a New York department store hostage and levitating it above the skyscrapers.

Graviton was exiled to interstellar space by the thunder god Thor, but returned to Earth when a spatial anomaly occurred nearby.

Setting up a base of operations in Los Angeles, he attempted to unite all of its criminal mobs under his leadership, but was eventually thwarted by the West Coast Avengers.

Recently, Graviton escaped from custody and formed a group of villains based on the four 'Fundamental Forces', Halflife, Quantum, and Zzzax. Although he temporarily defeated the West Coast Avengers once more, he was eventually beaten and his allies defeated. He was heavily sedated and is now in police custody.

STATISTICS

First Goblin / Other Goblins

F EX (20)
A RM (30)
S IN (40)/TY (6)
E IN (40)/GD (10)
R EX (20)/GD (10)
I GD (10)
P EX (20)

Health: 130/66

Karma: 50/40

Resources: EX (20)

Popularity: -10

BACKGROUND

Green Goblin I

Real Name: Norman Osborn

Occupation: Professional criminal, owner and president of Osborn Industries, Inc.

Legal Status: Citizen of the United States with no criminal record

Identity: Secret

Place of Birth: Hartford, Connecticut

Marital Status: Widowed

Known Relatives: Harry Osborn (son), Liz Allan Osborn (daughter-in-law), unnamed grandchild

Base of Operations: New York City

Past Group Affiliations: Partner of the Crime-Master

Present Group Affiliation:

Green Goblin II

Real Name: Harry Osborn

Occupation: Owner and president of Osborn Industries, Inc.

Legal Status: Citizen of the United States with no criminal record

Identity: Secret

Place of Birth: New York City

Marital Status: Married

Known Relatives: Norman (father, deceased), Liz (wife), Mark Raxton (presumed deceased brother-in-law), unnamed child

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

Green Goblin III

Real Name: Barton 'Bart' Hamilton
Occupation: Professional criminal, psychiatrist

Legal Status: Citizen of the United States with no criminal record

Identity: Secret



Place of Birth: Scarsdale, New York

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Green Goblin wore a costume of insulated chainmail, giving him Excellent protection from physical attacks and Remarkable protection from Energy attacks.

Weapons Systems: Norman Osborn was adept at inventing useful gad-

gets. The Green Goblin carried a pouch which could hold twelve of the following items:

- * Pumpkin Bombs: Explode for Excellent damage, may explode on contact up to two rounds after thrown.

- * Goblin Grenades: Grenades with light rubber mantle that makes them resemble ghosts in flight. These grenades can be filled with standard smoke charges, Incredible intensity knock-out gas, Incredible Intensity Incendiary Heat, or a special gas

that reduced Spider-Man's spider-sense to Poor rank for 24 hours.

* **Throwing Bats:** Bat-winged blades do Good Edged Thrown damage. Multiple blades may be thrown, but at a -1CS to hit per blade tossed in that round.

In addition to the pouch, the Green Goblin wore gloves that did Remarkable energy damage to any target within two areas.

Goblin Glider: The Green Goblin travelled on a glider with Incredible control, Typical speed, Good body, and no protection.

TALENTS: Norman Osborn had the Business talent, as well as the Chemistry, Electronics, and Throwing skills. Neither of the later Goblins shared these abilities, but Hamilton had the Psychiatry talent.

CONTACTS: The original Green Goblin had developed connections in the criminal underworld of New York. Neither of the other Green Goblins had much time to use these connections or develop any of their own.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Green Goblin I was a careful planner. Although Norman Osborn was insane by most standards, his methods were exacting. If not for Spider-Man's meddling, most of his plans would have succeeded. As the second Green Goblin, Harry was

obsessed with revenge upon Spider-Man for his father's death. Harry was wildly insane and no real match for Spider-Man. Bart Hamilton was as ambitious as the original Green Goblin, but made a poor schemer. His attempts to apply psychological principles to his plans were decidedly unsuccessful.

HISTORY

Norman Osborn was originally the ruthless co-owner of a leading chemical manufacturing firm based in New York City, which also had research divisions that dealt in other areas, including robotics. Osborn came across a chemical formula that his partner had developed with the intention of using it to increase a person's intelligence and physical strength. That night Osborn tried to recreate the chemical from Stromm's notes. The solution turned green and then exploded.

Only Osborn knew that the chemical had indeed increased his intelligence dramatically, but what he did not realize was that it had also driven him insane. Osborn designed a costume for himself which he colored green after the solution and named himself the Green Goblin. After a long career as a criminal, the first Green Goblin died after killing Spider-Man's girlfriend, Gwen Stacy, by throwing her off the George Washington Bridge. He was accidentally impaled on the point of his own jet-glider and killed.

Harry Osborn, Norman's son, was at that time in a mentally unstable state due to the influence of certain drugs he had been taking. He witnessed the final battle between Spider-Man and the Green Goblin and the Goblin's demise. Now insane, Harry became the new Green Goblin and battled Spider-Man, who defeated him. Spider-Man

removed Harry's costume, and Harry was taken into custody by the police, who refused to believe Harry's claims to be the Green Goblin.

Harry was placed under the care of psychiatrist Dr. Barton Hamilton, who successfully cured Harry of his insanity and even induced him into forgetting his life as the Goblin and hence his knowledge of Spider-Man's secret identity. Eventually, coveting the Goblin's power, Hamilton decided to become the Green Goblin himself. Harry escaped captivity and again assumed the identity of the Goblin in order to get revenge upon Hamilton. After catching up with and battling Hamilton, Harry permanently rejected his own Goblin identity. Hamilton knocked Harry unconscious, but was then killed himself by the explosion of a bomb with which Hamilton tried to murder both Harry and Spider-Man. On reviving, Harry had again lost the memory of being the Green Goblin as well as his knowledge of Spider-Man's secret identity.

Today, Harry Osborn is entirely sane, and there seems to be no danger that he will ever become the Green Goblin again. Harry now runs his late father's company, has married Elizabeth 'Liz' Allan, lives in a large home in New Jersey and has an infant child.

Reporter Edward 'Ned' Leeds came into possession of the original Green Goblin's notes and equipment and used them to become the costumed criminal known as the Hobgoblin (see Deceased: Hobgoblin I). Leeds looted all of Osborn's known hideouts to collect all of the Goblin's journals, weaponry, and other equipment. After Leeds was murdered, the identity and methods of the Hobgoblin were adopted by Jason Philip Macendale Jr., the mercenary formerly known as Jack O'Lantern (see Jack O'Lantern). Hence, Macendale now carries on the criminal legacy of Norman Osborn as the second Hobgoblin.

STATISTICS

F	GD (10)
A	GD (10)
S	PR (4)
E	RM (30)
R	IN (40)
I	GD (10)
P	RM (30)

Health: 54

Karma: 80

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Unrevealed

Occupation: Scientist

Legal Status: Citizen of the U.S.S.R. with no criminal record, still a minor, declared an enemy of the state

Identity: Known to certain officials in the Soviet Government

Place of Birth: A hospital in a secret location in the U.S.S.R.

Marital Status: Single

Known Relatives: The Gargoyle I (father, deceased)

Base of Operations: A secret base in Khystym, U.S.S.R., formerly a secret Soviet base in the Arctic outside the U.S.S.R. and the secret base Bitterfrost in Siberia

Past Group Affiliations: The Soviet Super-Soldiers

Present Group Affiliation:

KNOWN POWERS

Genius: The Gremlin's intellect is a result of mutation. His Reason is considered Amazing when dealing with Engineering, Electronics, Physics, Genetics, and Biology.

Dwarf: A grotesque dwarf, the Gremlin is considered to have Feeble Shrinking, permanently on.

Titanium Man Armor: The Gremlin wears a modified version of the original Titanium Man suit. It provides him with the following Physical Attributes: F: RM, A: AM, S: AM, E: MN, Health: 185, and provides Incredible protection from physical attacks plus Monstrous protection from energy attacks. Further, it has Monstrous Resistance to Heat, Cold, and Radiation.

The suit can fly at Monstrous Speed (30 areas/round), and if used

as weapons, the boot-jets do Remarkable Force damage.

The suit is also equipped with Gauntlet Blasters (Amazing Force, range 10 areas), a helmet-mounted heat beam (Incredible Energy, range 5 areas), a gauntlet-mounted tractor beam (Incredible Strength, range 5 areas), and Radar Rings (Grapple an opponent with Remarkable Strength up to 5 areas away).

Personal Equipment: In the past the Gremlin has used a hand weapon of Good strength material which does Excellent damage and ignores up to

Incredible Body Armor, and a flying harness which allows him to fly at Good speed (8 areas/round).

Pet - Droog: During his occupation of Bitterfrost the Gremlin kept a bio-engineered 'dog' called Droog (Russian for 'friend'). It has the following statistics:

F	A	S	E	R	I	P
RM	GD	UN	AM	TY	TY	GD

For unknown reasons Droog spoke entirely in rhyme. He was apparently killed in the destruction of Bitterfrost.



TALENTS: Gremlin speaks fluent Russian and English.

CONTACTS: Gremlin maintained some contacts with Soviet intelligence and the scientific community, but he is officially an enemy of the state.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Born a freak, Gremlin has grown to hate his Soviet superiors who caused his father's death. Despite this, he is sometimes forced to work with them. He enjoys hand to hand combat when he is properly equipped for it.

HISTORY

The Gremlin is the son of a deceased Soviet scientist known as the Gargoyle. Forced by the Soviet government to participate in dangerous atomic tests, his father was accidentally bombarded with a massive dose of radiation that horribly altered his face and body, while vastly increasing his intelligence. Now known as the Gargoyle because of his grotesque appearance, he became one of the Soviet Union's greatest scientists as well as a major figure in Soviet intelligence. One of the Gargoyle's agents, Igor Starsky, was assigned to spy on Dr. Bruce Banner's development of the gamma

bomb. When, following an accident during the explosion of the gamma bomb, Banner was transformed into the monstrous Hulk, Starsky notified his superiors.

The Gargoyle captured the Hulk and took him to the Soviet Union, hoping to learn how to create an army of Hulks. The Gargoyle learned that the Hulk was Banner when he reverted to human form. Longing to be a normal human again, the Gargoyle and Banner succeeded in using radiation to restore the former to his original form. Grateful, he then helped Banner escape to America.

Seeking vengeance on his superiors for making him the Gargoyle, he set off an explosion in which he and many of his colleagues were killed.

Prior to his death, the Gargoyle fathered a son who, as a result of his altered genetic structure, was also a mutant. This child, who later became the Gremlin, inherited his father's grotesque appearance and genius-level intelligence. Accounts vary as to the exact age of the Gremlin, but it is known that he is not yet an adult. He was born in a secret Soviet hospital, and Soviet scientists, realizing he was a mutant, studied him for years. However, the Gremlin's intelligence was so great and he achieved emotional maturity at such an extraordinarily young age, that the Gremlin eventually achieved a position of great authority.

Among the Gremlin's many scientific achievements were the design of the armor worn by the Soviet Super-Troopers and the armor worn by the men called the Devastators, which drew tremendous power from an orbiting satellite which they could then fire at their targets.

The Gremlin had an enormous secret base built beneath the arctic where he was testing the Soviet Super-Trooper armor when the Hulk was pursued into the area by the United States Air Force. Believing that the hulk had killed his father, the

Gremlin sought revenge him.

The Gremlin's men not only captured the Hulk, who later escaped, but also his pursuing nemesis General T.E. 'Thunderbolt' Ross, who was later rescued by a party led by Ross's colleague, Major Glenn Talbot.

During the rescue attempt, however, Talbot was himself captured and later brainwashed into believing that he was a loyal Soviet citizen.

When Ross attempted to rescue Talbot, Banner stowed away on the mission and transformed into the Hulk, whom the Gremlin again captured. Ross escaped with Talbot and Bitterfrost was blown up by the intelligence organization SHIELD.

Spying on his superiors, Gremlin learned the truth about his father's death and angrily confronted them. Fearing that he might now prove to be a danger to them, his superiors set spies to watch him. The Gremlin soon learned that members of the Soviet government were working against it. Fearing for his life, he fled and was declared an enemy of the state.

The Gremlin took refuge in Khytym where a Soviet government official sent the Soviet Super-Soldiers, to find and destroy him. In reality, though, this official and the ones whom the Gremlin had discovered to be traitors were alien Dire Wraiths who had taken human form. The Wraiths had also built a secret scientific base in Khytym. Working together with Rom and Starshine II, the Gremlin and the Soviet Super-Soldiers defeated the Wraiths. No longer wanting to be under direct government control, The Soviet Super-Soldiers invited the Gremlin to join them and they have taken over the Wraith base as their own.

Recently, The Gremlin was attacked by Iron Man, who was attempting to destroy all technological traces of his own suit. The Gremlin's jets ignited and exploded apparently killing him.

STATISTICS

F	RM (30)
A	EX (20)
S	IN (40)
E	IN (40)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 130

Karma: 36

Resources: GD (10)

Popularity: -15

BACKGROUND

Real Name: Paul Pierre Duval

Occupation: Former chemist, now professional criminal

Legal Status: Citizen of France with criminal record

Identity: Publicly known

Place of Birth: Fontainebleau, France

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former ally of AIM, former captain of the Starship Bird of Prey, member of the 4th Masters of Evil

Present Group Affiliation:

KNOWN POWERS

Body Transformation: By touching himself with his right hand, Duval transforms himself into a living statue. When in human form, all of Duval's physical statistics are Typical, giving him a Health of 24. In this form Duval has stone-like skin which provides him with Incredible protection from physical and energy attacks. He also has Incredible resistance to heat, fire, cold, and radiation.

Duval can transform himself in a single round, can remain in stone form indefinitely, and does not need to breathe or eat while transformed.

Petrification Touch: The Grey Gargoyle transforms people or objects to stone for 1 hour by touching them with his right hand with a Fighting FEAT roll. Against people, this power works through clothes but touching someone in a battlesuit affects only the suit, not the wearer. Objects become Incredible material and the Grey Gargoyle often uses them as



Blunt weapons. This power is "non-conductive"; if two people were holding hands and the Grey Gargoyle touched one of them, only the one he touched would be affected. With really big objects, a volume of 10 cubic yards can be transformed with a single touch. The Grey Gargoyle wears a special protective glove when he does not want to use this power.

TALENTS: The Grey Gargoyle is an expert in Chemistry, and has Acrobatics and Martial Arts B and E skills.

CONTACTS: The Grey Gargoyle was a brief member of the 4th Masters of Evil and was an ally of AIM on one occasion.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Gargoyle has one main tactic which he uses to the utmost. If he is unable to touch a cautious hero, he will often transform a hostage and threaten to shatter the resulting statue. Against lesser opponents he will often resort to brute force.

HISTORY

Paul Pierre Duval was a young chemist working for a commercial pharmaceutical outfit in Paris when he accidentally spilled a potion contaminated by some unknown organic substance on his right hand. To his dismay, his hand began to turn to stone-like material still capable of movement. Accidentally touching his other hand, he soon learned that he could transform his entire body into the stone-like material, simply by rubbing his hand over the surface of his body. Further, he discovered that any matter he touched also turned to stone, although it was incapable of movement like himself. Mercenary by nature, Duval decided to exploit his bizarre power for personal gain, and turned to theft.

Calling himself the Grey Gargoyle, Duval was soon bored with the ease with which he could steal, and decided to go to America to wrest the

secret of immortality from the allegedly immortal Thor. He failed in the attempt and was twice bested in combat by him. He then attempted to acquire the deadly compound dubbed "Element X" but was thwarted in the attempt by Captain America, the Falcon, and Nick Fury.

Trapped aboard a satellite in Earth orbit, the Gargoyle was rescued by Advanced Idea Mechanics. In an attempt to launch a satellite with heavy weaponry, the Gargoyle accidentally rocketed into space once more. There he was retrieved by the Bird of Prey, a pirate starship whose crew members were of various alien races. He assumed command of the ship for a while, but the crew mutinied. The Grey Gargoyle made it back to his native Earth and battled the Avengers. He was defeated and taken into police custody but was later freed by the 4th Masters of Evil. Following a defeat at the hands of the Wasp and Black Knight, he was again returned to jail.

STATISTICS:

F GD (10)
A EX (20)
S GD (10)
E GD (10)
R TY (6)
I TY (6)
P TY (6)

Health: 50

Karma: 18

Resources: EX (20)

Popularity: -10

BACKGROUND

Real Name: Eric Williams

Occupation: Professional criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: Paterson, New Jersey

Marital Status: Single

Known Relatives: Sanford (father, deceased), Martha (mother), Simon (brother), Vision (brother), Wanda (alias the Scarlet Witch, sister-in-law), Thomas, William (nephews)

Base of Operations: Mobile

Past Group Affiliations: Leader of the first Lethal Legion; former partner of the Space Phantom and leader (with him) of New York City fragment of HYDRA; ally of Ultron, Nekra, Black Talon II, Goliath, and Man-Ape; former member of the Maggia

Present Group Affiliation:

KNOWN POWERS:

Battle Scythe: The scythe is made of Incredible Strength Steel. The blade inflict 10 points of Edged damage or 16 points of Blunt damage if the flat of the blade is used. Other weapons are installed in the haft, as listed below:

- * Force Blaster—Remarkable damage, range 5 areas

- * Cerebral Stunner—Monstrous intensity stunning on touch, can be reversed to cancel the stun-effect

- * Knock-Out Gas—Excellent intensity, fills one area

- * Blade-Spinner—This has several effects, including an Excellent rank buzz-saw; Excellent protection against thrown objects and bullets; if used like a rotor, allows a safe fall from any height



Zombie Powers: Nekra reanimated the Grim Reaper's dead body as a zombie that thought it was still alive. The zombie had the same ability ranks as the living Reaper, with some additional zombie powers:

- * Excellent Body Armor versus physical or energy attack

- * Invulnerability to heat, cold, radiation, toxins, and disease

TALENTS: The Grim Reaper was a Weapon Specialist with his scythe, giving him a +2 CS.

CONTACTS: The Grim Reaper was the leader of both Lethal Legions,

although the Man-Ape and Black Talon parted from it on hostile terms. The Grim Reaper and Nekra were lovers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Grim Reaper is a good example of a truly psychotic villain. Throughout his life he was obsessed with returning his brother Simon to life. He was never convinced that Wonder Man was his brother until his final confrontation, and upon realizing Simon was his brother, he killed himself. He was also a bigot at the time of his death, but fell in love with the albino-Negro Nekra, the only person he ever truly loved.

HISTORY

When Eric Williams was a member of a Maggia "family" in Las Vegas, he investigated the circumstances of his brother's (Wonder Man's) death. Eric held the Avengers responsible and vowed to avenge Simon's demise. Eric hired the criminal weaponer known as the Tinkerer to design and build a weapon with which he could combat the Avengers. Armed with a scythe the Tinkerer constructed for him, Eric Williams created for himself the identity of the costumed seeker of vengeance, the Grim Reaper.

The Grim Reaper's first attack on the Avengers failed. He subsequently organized the first Lethal Legion, a team consisting of the Living Laser, the Man-Ape, the original Power Man (now known as Goliath), and the Swordsman, to battle the Avengers. The Avengers succeeded in defeating the Legion, however.

The Grim Reaper knew that the Vision had been given Simon Williams' brain patterns. The Reaper formed an alliance with the otherdimensional Space Phantom, who claimed to have technological means of transferring a person's consciousness into another body. The Reaper tempted the Vision, who longed to be accepted as a human being, with the offer of transferring his consciousness into the still intact body of Wonder Man, which the Reaper had stolen from its grave.

Later, the Reaper told the Vision that it was impossible to transfer his mind into a dead body, and that what the Reaper really intended to do was to transfer the Vision's consciousness into the body of his fellow Avenger Captain America if the Vision would not obstruct the Reaper's and Phantom's plans to defeat the Avengers. At this time the Reaper believed that by transferring that mind into a human body, he would have effectively recreated his human brother. The Vision pretended to agree, but later turned against the Reaper and the Phantom. Together the Space Phantom and the Grim Reaper headed the New York City area faction of the subversive organization HYDRA that Madame Hydra had led after the demise of Supreme Hydra Baron Wolfgang von Strucker. The Space Phantom now intended to destroy the Vision. When the Grim Reaper objected, the Space Phantom ordered HYDRA assassins to kill the Reaper. The Vision then hurled himself before the Reaper, saving the Grim Reaper's life. After a battle with the Avengers, the Space Phantom and his HYDRA agents were defeated, and the Grim Reaper escaped.

Later, the Grim Reaper hired the second Black Talon, a master of voodoo, to resurrect Wonder Man as a zombie. The Grim Reaper sent Wonder Man to Avengers Mansion to wreak havoc, but, due to the unusual changes in Wonder Man's body caused by the process that gave him superhuman powers, Wonder Man eventually returned to a true state of life.

The Grim Reaper decided that neither Wonder Man nor the Vision was truly his brother, and that they were instead mockeries of Simon Williams who must both be destroyed. The Reaper attempted to kill both of them at a hospital but was defeated by the Vision.

Afterwards, the Grim Reaper gathered together a team of allies consisting of his new lover Nekra, the Black Talon, Ultron, Goliath, and the Man-Ape. The Reaper subjected the dead body of criminal Brady Kent,

which resembled Simon Williams' own, to plastic surgery to make it look exactly like Simon, and had the Black Talon resurrect it as a zombie. The Reaper and his allies captured Wonder Man, the Vision, the Scarlet Witch, and the West Coast Avengers. The Reaper's plan was to transfer the minds of Wonder Man and the Vision into a computer of Ultron's. The computer would determine what was common to both minds and delete the rest. What remained, the Reaper believed, would be the true consciousness of Simon Williams, which the Talon would then project into the mind of the zombie. Thus, the Reaper believed, he would finally restore the true Simon Williams to a kind of life. But the Reaper's plan failed, for his captives were freed and defeated his allies. Wonder Man and the Vision confronted the Grim Reaper in a subterranean cavern. There Wonder Man forced the Grim Reaper to recognize that it was he, Simon, who had embezzled the money, and that the Vision was, in effect, Simon's twin brother. Realizing that Wonder Man was indeed Simon and that the Vision was more like Simon than the Reaper was, the Reaper was torn by guilt over having wanted to kill Wonder Man. The Reaper ran away from the two of them and, perhaps intentionally, fell over a ledge to his death far below.

But this was not the end of the Grim Reaper, for Nekra later resurrected him as a zombie, using techniques that made him almost truly alive. The Reaper did not remember he had died, and as long as he did not realize he was a zombie, he remained in the state of nearly full life that Nekra had given him. After being shot in the back during a robbery attempt, and having his arm cut by his own scythe (thanks to Magneto and Wonder Man), and seeing no blood, the Grim Reaper realized he was a zombie. Furious at Nekra, the Grim Reaper nevertheless kissed her as he reverted to being a truly lifeless corpse.

STATISTICS:

F	EX (20)
A	IN (40)
S	RM (30)
E	EX (20)
R	IN (40)
I	GD (10)
P	EX (20)

Health: 110

Karma: 70

Resources: EX (20)

Popularity: 4 (21 in Canada)

BACKGROUND

Real Name: Dr. James MacDonald Hudson

Occupation: Petrochemical engineer, later government agent, later freelance adventurer

Legal Status: Citizen of Canada with no criminal record

Identity: Secret, known to certain Canadian government officials

Place of Birth: London, Ontario, Canada

Marital Status: Married

Known Relatives: Heather McNeil Hudson (wife), Ramsey McNeil (father-in-law), Claire McNeil (mother-in-law)

Base of Operations: Ottawa, Canada

Past Group Affiliations: Member of Alpha Flight, Supervisor of Beta and Gamma Flights

Present Group Affiliation:

KNOWN POWERS:

Battlesuit: Guardian's powers derive from his battlesuit. Besides the powers listed below, the suit boosts Hudson's Agility and Strength. Both of these attributes are Good without the suit, making his Health 60.

Force Field: Guardian's battlesuit generated a personal force field of Amazing strength against physical and energy attacks. It diffused but did not absorb inertia, so that Guardian could be slammed but not stunned.

Flight: Guardian could fly at Shift X speeds, or 50 areas/round.

Energy Beams: With the suit Guardian could fire blasts of energy from his hands doing Incredible Force damage with a range of 10 areas. As a Power Stunt Guardian could create

a "vortex" of energy, doing Excellent damage to everything within one area with a 2 area range.

Digging: Guardian could use the suit to tunnel through bedrock at a rate of 3 areas per round (2 areas if forming a tunnel for others to follow).

Transport: Guardian's suit had a special movement system which could manipulate gravitons to stop Guardian from moving with respect to the rotating Earth below. This gives him an air speed ranging from Shift Z (at or near the Equator) to Incredible (near the poles). Regardless of the speed, the movement

occurs so instantaneously that it appears as teleportation to the naked eye.

TALENTS: Hudson had the professional skill of Engineering and the Scientific skills of Physics, Computers, and Electronics.

CONTACTS: Hudson served the Canadian government through much of his life, and had many high-ranking Political Connections in that country. He was a good friend of Wolverine, as well as the transmutator Madison Jeffries. He was the leader of Alpha Flight and on good terms with the members of Beta and



Gamma Flights.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Although a skilled scientist and a loyal Canadian, Hudson was somewhat naive about his government. He also seemed to lack any true talent for leadership, although undoubtedly the somewhat fractured nature of the original Alpha Flight did not help.

HISTORY

A little over a decade ago, James MacDonald Hudson, an engineer for the Am-Can Petro-Chemical Company in Canada, invented an armored suit that would enable its wearer to bore through the earth in exploring for oil or other geological resources. Hudson resigned from Am-Can when he learned that his superior Jerome "Jerry" Jaxon, intended to turn the exploratory suit over to the American military, which would use it as a weapon. Determined to prevent Jaxon from implementing his plan, Hudson went to an Am-Can complex one night, secretly donned the suit, and then used its power to destroy Am-Can's plans for its construction. Hudson then used the suit's flying capability to escape. Hudson abandoned the suit but made off with its cybernetic helmet, which he had designed and built before going to work at Am-Can, and without which the suit was inoperable.

Hudson was invited by the Canadian Prime Minister to participate in the creation of Department H, a top

secret research and development agency within the Canadian Ministry of Defense. Within a year Hudson married Heather McNeil, who had been Jaxon's secretary.

It was shortly after his wedding that James Hudson learned of the formation of the team of superhuman champions called the Fantastic Four. Inspired by the news, James Hudson decided to form a team of superhumanly powerful agents to go on missions for the Canadian government. Logan (later to be known as Wolverine, whom the Hudsons had met in Wood Buffalo National Park) aided James Hudson the initial phases of the creation of the team, which would be called Alpha Flight, and it was planned that Wolverine would lead the team.

Logan fell in love with Heather Hudson but at this time did not tell her of his true feelings for her. Logan knew that Heather's attitude towards him was maternal, and he finally realized that she was too deeply in love with her husband ever to leave him. Therefore, wanting to put his longing for Heather behind him, Logan quit Department H when he received an offer from Professor Charles Xavier to join the X-Men.

At first James Hudson's code name as a costumed agent was "Weapon Alpha." Under this name he attempted to carry out his orders to bring Wolverine back to Department H by force. Hudson failed in this task, but in the course of this mission accidentally nearly killed the X-Men's ally, Dr. Moira MacTaggart. The guilt-ridden Hudson subsequently took the new code name "Vindicator," believing he now had to vindicate himself. Eventually the Canadian government accepted Wolverine's departure from Department H, and the Hudsons resumed their friendly relationship with him.

Alpha Flight had six members—Aurora, Northstar, Sasquatch, Shaman, Snowbird, and Vindicator—when it and Department H were disbanded by the Canadian government for financial reasons. But shortly thereafter when James Hudson, as Vindicator, went to investigate what proved to be the emergence of the mystical Great Beast called Tundra, Heather,

without her husband's knowledge, summoned the other members of Alpha Flight to help him. The six members afterwards decided to continue acting as a team performing altruistic missions, and they were joined by two trainees for eventual membership in Alpha Flight from Department H's Beta Flight, Marina and Puck. Having come to terms with his guilt over injuring MacTaggart, James Hudson took the new code name "Guardian."

Months later, Heather Hudson was taken captive by Delphine Courtney, a humanoid robot serving Jerome Jaxon, who had formed a team of superhuman agents called Omega Flight in order to destroy Alpha Flight and gain vengeance on James Hudson. Jaxon took remote control of the robot Box and used it to battle Guardian during the ensuing clash between Alpha Flight and Omega Flight. Hudson's battlesuit was severely damaged in the battle, and in order to defeat Box, he tore circuits out from the battlesuit and fed energy from his battlesuit's power pack directly into Box. Thus the Box robot was destroyed and the feedback apparently killed Jaxon. But then Hudson had to disconnect his battlesuit's power pack within seconds or else it would explode. Heather entered the room just in time to witness the explosion that killed her husband.

The members of Alpha Flight subsequently chose Heather Hudson to become their new leader. Later, Alpha Flight again clashed with Omega Flight, which this time was led by the Courtney robot, which was wearing a reconstructed version of Guardian's battlesuit. Courtney was destroyed and Omega Flight was defeated, but Alpha Flight salvaged the Courtney robot's battlesuit. Soon afterwards, the Canadian government again began giving Alpha Flight its official and financial support. Believing she herself needed to become an active combatant in the team with enough power to hold her own alongside the other members, Heather Hudson began wearing Courtney's recreated version of her husband's battlesuit, with modifications, in action. Heather has taken the code name "Vindicator" which was formerly used by her husband.

Vance Astro

STATISTICS:

F	EX (20)
A	EX (20)
S	TY (6)
E	GD (10)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 56

Karma: 40

Resources: EX (20)

Popularity: 5 (100 in the future universe)

BACKGROUND

Real Name: Vance Astrovik

Occupation: Former astronaut, now adventurer

Legal Status: Citizen of the U.S.

Identity: Not generally known to the populace of Earth

Place of Birth: Saugerties, New York

Marital Status: Single

Known Relatives: Arnold Thomas (father), Mary (mother)

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Telekinesis: Vance has limited telekinesis that allows him to project beams of force. His power has a range of one area and does Incredible damage. As a power stunt, he can do Excellent damage to everyone within the same area.

Body Armor: Vance's body suit is made of Remarkable material. If he ever receives more than 30 points of damage from one attack (or cumulatively from Edged attacks), the suit will rupture and Vance's body will feel the effects of centuries of delayed aging.

TALENTS: Vance can fly most space vehicles, and his Reason is Remarkable in the areas of physics, astronomy, electronics, engineering, and chemistry. He is proficient in Martial Arts B and E.

CONTACTS: Vance is a member of



the Guardians of the Galaxy. He could call on the Avengers for assistance if he travels to the 20th century again.

ROLE-PLAYING NOTES

Vance Astro is somewhat somber, as he still has not grown totally accustomed to living life in a containment suit. He is still not totally familiar with life in the 30th century, but has adapted well. He is occasionally short-tempered and has even lashed out at his teammates in the past.

Charlie-27

STATISTICS:

F	EX (20)
A	GD (10)
S	IN (40)
E	IN (40)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 110

Karma: 22

Resources: EX (20)

Popularity: 0 (100 in his future universe)

BACKGROUND

Real Name: Charlie-27

Occupation: Former soldier, now adventurer

Legal Status: Citizen of Earth colony on Jupiter

Identity: Not known to the general populace of 20th century Earth

Place of Birth: Galileo City, Jupiter

Marital Status: Single

Known Relatives: Charlie-26 (father), Mabel-17 (mother)

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Body Armor: Charlie-27 has Good protection against physical and gravity attacks.

TALENTS: As a trained soldier, Charlie-27 has the Guns, Blunt Weapons, Sharp Weapons, Martial Arts B, Wrestling, Military, and First Aid skills. Charlie is trained in Zero-G Combat and takes no penalties for fighting in such an environment.

CONTACTS: Charlie-27 is a member of the Guardians of the Galaxy. In addition, he has some pull in the Jovian military and call upon the help of the Avengers if he travels to the 20th century again.

ROLE-PLAYING NOTES:

Charlie-27 is the easy-going member of the team. Despite his military training he tends to follow the lead of other Guardians like Vance and Martinex. He is quick-witted and adapts quickly to varying combat situations.

Martinex

STATISTICS:

F	GD (10)
A	GD (10)
S	RM (30)
E	GD (10)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 60

Karma: 32

Resources: EX (20)

Popularity: 0 (100 in his future universe)

BACKGROUND

Real Name: Martinex

Occupation: Former technician, now adventurer

Legal Status: Citizen of Earth colony on Pluto, last known survivor

Identity: Unknown to the general populace of 20th century Earth

Place of Birth: Cerberus Center, Pluto

Marital Status: Single

Known Relatives: None

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Member of the Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Heat and Cold Generation: Martinex is able to generate beams of intense heat from his right hand and the chill of vacuum from his left. These beams do Shift X damage, but Martinex can only use each four times per day. For purposes of hitting a target, Martinex is treated as having Excellent Agility, and has a range of one area.

Body Armor: Martinex's silicon body provides Unearthly protection against temperature extremes, Excellent against other energy attacks, and Typical against physical attacks.

TALENTS: Martinex has Remarkable Reason in matters of Engineering, Physics, Computers, and Electronics. He also has the Pilot skill and is acquainted with a wide variety of spacecraft.

CONTACTS: Martinex is a member of the Guardians of the Galaxy. If he travelled back to the 20th Century, he could call upon the Avengers for assistance.

ROLE-PLAYING NOTES:

Martinex acts as the scientific advisor for the team. Although he will use his powers when necessary, he is the least accomplished fighter of the

team and will try to avoid combat when possible.

Yondu

STATISTICS:

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	TY (6)
I	IN (40)
P	RM (30)

Health: 80

Karma: 76

Resources: EX (20)

Popularity: 0 (100 in his future universe)

BACKGROUND

Real Name: Yondu Udonta

Occupation: Former hunter, now adventurer

Legal Status: Member of the Zatoan tribe of Centauri IV

Identity: Unknown to the populace of 20th century Earth

Place of Birth: Plysa Forest, Centauri IV, Beta Centauri System

Marital Status: Single

Known Relatives: None

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Member of the Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Empathy: Yondu is a mystic, able to sense and form a rapport with local flora and fauna. He can sense unnatural features in a wilderness setting and can pinpoint spiritual and psychic forces, all at Unearthly rank.

Unique Weapon: Yondu uses a bow and a quiver of arrows, the arrows being made of *yaka*, a sound-sensitive metal found only on Centauri IV. By whistling, Yondu is able to control the direction of the arrow's flight after he has shot it. As long as Yondu is able to whistle, each arrow has an Incredible Control rank and can even return to Yondu or vibrate at frequencies of his choice while in flight.

* As a Power Stunt, Yondu can cause an arrow to fly around an opponent in such a manner as to confuse the unfortunate victim. If Yondu makes a Incredible FEAT roll against the target's Intuition, that target can not move from the area he is in, and any ranged attacks that he uses are -2 CS.

* Yondu can also affect an Intangible opponent by making a Incredible FEAT roll against the Power Rank of his opponent's Intangibility. If he succeeds the opponent becomes solid for 1-10 rounds and must make a STUN FEAT roll with a -2 CS.

TALENTS: Yondu is a trained woodsman. He has the Bows talent, and his Agility is considered Remarkable for purposes of getting off multiple shots.

CONTACTS: Yondu is a member of the Guardians of the Galaxy. If he travelled to the 20th century he could call upon the Avengers for assistance.

ROLE-PLAYING NOTES:

As Martinex is the team's scientific advisor, Yondu is the Guardian's "spiritual" advisor. He is somewhat of an enigma even to his teammates. He is a "primitive" but not ignorant by any stretch of the imagination. In combat he prefers to use his arrows to confuse and will rarely strike an opponent to wound.

Starhawk

STATISTICS:

F	EX (20)
A	GD (10)
S	IN (40)
E	RM (30)
R	AM (50)
I	UN (100)
P	MN (75)

Health: 100

Karma: 225

Resources: EX (20)

Popularity: 5 (100 in his future universe)

BACKGROUND

Real Name: Stakar and Aleta

Occupation: Adventurer

Legal Status: Citizens of Arcturus IV

Identity: Secret

Place of Birth: Arcturus IV, Arcturus System

Marital Status: Married

Known Relatives: Ogord (adoptive father), Salaan (adoptive mother), Tara, Seta, John (children, deceased)

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Resistance: Starhawk has Monstrous immunity to diseases, poisons, the effects of radiation. Starhawk's suit provides him with life-support of indefinite duration.

Light Control: Starhawk can manipulate light energy from any source, changing it into energy that he can use. He can project beams of heat or force, create temporary objects of solid light, and penetrate energy fields by jamming their wavelengths. This power is Unearthly in strength.

Flight: Starhawk is able to fly, reaching Shift Z speeds (200 areas per round, or 3750 miles per hour) in space and Monstrous speeds (30 areas per round or 450 miles per hour) in a planet's atmosphere. Starhawk's Agility increases to match his speed when flying (with a ceiling of Unearthly, and with no change in Starhawk's Health).

Extra-Sensory Perception: Starhawk is able to sense concentrations and expenditures of energy in the space-time continuum. This power is at Class 1000 rank.

Gestalt Body: Stakar and Aleta form the composite being that is Starhawk. Stakar usually controls the Starhawk persona, but in moments of personal crisis, Aleta can take over temporarily by making a Red Psyche FEAT roll. If she succeeds the Starhawk body becomes female. Aleta can remain for 1-100 minutes before Stakar resumes control. She can only attempt this once

per day.

TALENTS: None. Although Starhawk is conversant in many scientific fields, he receives no Column Shifts when attempting to perform any action.

CONTACTS: Starhawk is a member of the Guardians of the Galaxy. He is on good terms with the Avengers in the 20th century.

ROLE-PLAYING NOTES:

Starhawk tends to come across as a somewhat otherworldly figure. Aleta, on the other hand, is a warm compassionate individual, but tinged with bitterness at her fate of being the "lesser half" of the Starhawk gestalt.

Nikki

STATISTICS:

F	GD (10)
A	RM (30)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 56

Karma: 26

Resources: EX (20)

Popularity: 0 (100 in her future universe)

BACKGROUND

Real Name: Nikki

Occupation: Adventurer

Legal Status: Citizen of Earth colony on Mercury, last known survivor

Identity: Unknown to the general populace of Earth

Place of Birth: Solstice, Mercury

Marital Status: Single

Known Relatives: None

Base of Operations: An alternate future, 3015 A.D., The Milky Way Galaxy

Past Group Affiliations: Guardians of the Galaxy

Present Group Affiliation:

KNOWN POWERS:

Resistance to Heat: Nikki's skin is heavy in melanin, one of several mutations that give her Unearthly protection against attacks using

ultraviolet radiation and Monstrous protection against heat-based and infrared-energy attacks.

Protected Senses: Nikki's eyes have Incredible protection against bright light.

Weapon: Nikki wields a laser pistol which can do either Excellent energy damage or requires a successfully hit target to make a STUN roll with a -2 CS.

TALENTS: Nikki is a Marksman and a Weapons Master, also proficient in Martial Arts A and E. She has Acrobatics skill and can Pilot spacecraft.

CONTACTS: Nikki was rescued by the Guardians of the Galaxy and has chosen to remain a member of the team. She could call upon the Avengers for assistance if in the 20th century.

ROLE-PLAYING NOTES:

Nikki is freewheeling and enthusiastic, a breath of fresh air to the sometimes grim Guardians. She is flamboyant, as displayed by her propensity for trick shots.

HISTORY

The Guardians of the Galaxy is a team of superhuman and extraterrestrial adventurers living in an alternate future of the 31st Century who have formed a team dedicated to the safeguarding of the Milky Way Galaxy from any force that threatens the security or liberty of its various peoples. The Guardians was formed shortly after the alien Badoon invaded the solar system in 3007 A.D. The Badoon attacked and destroyed the Earth's manufacturing colony on

Pluto, its mining colony on Mercury, and its scientific outposts on Jupiter, ultimately killing nearly every inhabitant of the three settlements. The Badoon then invaded Earth itself, decimating the technologically inferior space fleet of the United Lands of Earth. Millions of human beings were exterminated and the remainder forced into slave labor. Space militia pilot Charlie-27 a native of the Jupiter Colony, returned from a solo tour of duty to see his home world overrun by the Badoon. Managing to escape by jumping into a teleportation tube, Charlie-27 arrived on Pluto and joined forces with Martinex, the last Plutonian left on the planet, who had volunteered to stay behind when his people evacuated in order to destroy Pluto's industrial complexes to keep them out of enemy hands. Charlie-27 and Martinex teleported to Earth, hoping to learn the extent of the Badoon invasion.

At about the same time, American astronaut Vance Astrovik, who had embarked upon the first manned spaceflight to another star system, arrived on the planet Centauri IV over a thousand years later to find that while he was en route in suspended animation, Earth had developed faster-than-light travel, traveled to Alpha Centauri centuries ahead of him, and founded a settlement. Upon learning his achievement was meaningless, Astrovik left the human colony to complete the surveying mission he was assigned to anyway. He soon met Yondu, a member of the native humanoid population of the planet, and when Yondu's tribe was exterminated by the marauding Badoon, Yondu accompanied Astro back to Earth. Taken captive by the Badoon upon arrival, Yondu and Astro encountered

Charlie-27 and Martinex. Managing to escape the Badoon, the four decided to band together to rid the Earth and its colonies from Badoon oppression. They named themselves the Guardians of the Galaxy.

In 3015 A.D. with the aid of the Defenders of the 20th Century, the Guardians managed to liberate the solar system and rout the Badoon empire. Since then, the Guardians have set forth in their starship, the Captain America (and later Freedom's Lady when the America was destroyed), in search of other menaces to the galaxy and its peoples. They have since been joined by the Arcturan mutant Starhawk and his wife Aleta, and the Mercurian colonist Nikki.

Twice so far the Guardians traveled through time to the 20th Century. The first time they attempted to retrieve a Badoon memory tape detailing the aliens' first invasion attempt. Although they failed to learn what they came for, they recruited the Defenders to help them liberate Earth. The second time they journeyed into the past to search for the human-turned-cyborg-turned-god Korvac. This second stay lasted several months, during which period the Guardians were granted honorary membership in the Avengers. During each of the two stays in the 20th Century, Vance Astro met with his present day temporal counterpart, a teenaged boy. The second time Astro managed to unleash his younger self's latent psionic powers, thus ensuring that the boy would grow up to make the same mistakes he made. The Guardians have since returned to their own time era, to embark upon new, as yet unrecorded exploits.

STATISTICS:

F EX (20)
A EX (20)
S IN (40)
E AM (50)
R GD (10)
I GD (10)
P GD (10)

Health: 130

Karma: 30

Resources: GD (10)

Popularity: 10

BACKGROUND

Real Name: Michael O'Brien

Occupation: Former police sergeant, former security director of Project: Pegasus, now chief of security at the Vault

Legal Status: Citizen of the U.S. with no criminal record

Identity: Unknown to the general public, known to the administration of Project: Pegasus and certain government officials

Place of Birth: Chicago, Illinois

Marital Status: Single

Known Relatives: Kevin (brother, deceased)

Base of Operations: The Vault, Colorado

Past Group Affiliations: Head of Project: Pegasus Security, head of The Vault security

Present Group Affiliation:

KNOWN POWERS:

All of the Guardsman's Powers derive from his armor. Michael O'Brien's normal stats are:

F	A	S	E	R	I	P
Gd	Gd	Ty	Gd	Gd	Gd	Gd

Body Armor: The Guardsman armor gives Incredible protection from physical attacks, Excellent protection from energy attacks, and Monstrous protection from radiation.

Flight: Boot-jets allow O'Brien to fly at Remarkable speed (15 areas/round) for up to 2 hours. If used as weapons, the boot-jets do Excellent damage to any target within 2 areas.

Repulsors: Repulsors in the armor's gauntlets can do Incredible damage up to 2 areas away.



Life Support: The armor contains an internal air supply good for 30 minutes' use.

TALENTS: O'Brien is an ex-policeman with the Law Enforcement talent and Martial Arts E.

CONTACTS: O'Brien was originally a sergeant in the NYPD. He was chief of security at Project: Pegasus and now occupies a similar position at The Vault.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Guardsman is a respectable, if unspectacular, superhero who perhaps takes his responsibilities a bit too seriously. It was his feelings for his brother that led Michael to steal the Guardsman armor and his extreme sense of responsibility that drove him from Project: Pegasus.

HISTORY

Kevin O'Brien was an engineer working for the newly-opened Lakani Island plant of Stark Industries (now Stane International) who came to the attention of Anthony Stark. Despite a careless streak that once caused the laboratory he was working in to explode, he became a close friend of Stark and was soon appointed head of Stark's research department. On several occasions, O'Brien assisted Stark and his supposed bodyguard Iron Man, who was really Stark himself, notably against the Spymaster and the Espionage Elite, saving Tony Stark's life on more than one occasion. Stark then decided to reveal to O'Brien that he was secretly Iron Man, and to build for him a second suit of armor for use in the event of an emergency. That emergency came a short time later when Iron Man and his current girlfriend Marianne Rogers were taken captive by the superhuman madman Mikas the Soulfather. Putting on the armor before it was fully tested, O'Brien fell prey to a malfunction in the cybernetic circuitry controlling the armor which apparently stimulated the regions of the brain where rage and jealousy originate.

O'Brien found himself seized with sudden attraction for Stark's girlfriend Marianne Rogers, and became extremely jealous of Stark's power, looks and fortune. At the same time Simon Gilbert, then chairman of the board of Stark Industries' stockholders, grew alarmed that Stark was moving out of munitions production and mapped strategies with the board to seize controlling interest in the firm from its principal stockholder, Stark himself. O'Brien, clad in armor and calling himself the

Guardsman, offered to aid the board in their plot against Stark. As a show of support, he agreed to quell a protest rally outside the plant. The Guardsman aimed his repulsor rays at the crowd injuring four protestors. Sickened by what he did, O'Brien turned on the renegade board members, roughing them up. But seeing Tony Stark with Marianne Rogers caused him to once again become unbalanced and he went outside to vent his rage on the growing crowd of protestors. Stark donned his Iron Man armor and engaged the Guardsman in battle to prevent him from doing more damage. Losing the Guardsman sought refuge in an experimental tank. In an attempt to stop him without hurting him, Iron Man trained his repulsor rays on the vehicle and accidentally hit its fuel supply. The tank exploded, killing Kevin O'Brien.

Some months later when the details of the incident came to public light, Kevin O'Brien's brother Michael, a sergeant on the New York City police force, decided that the official investigation exonerating Iron Man's actions was a cover-up. Reopening the investigation without official sanction, O'Brien confronted Stark, interrogated several of his employees, and finally hired an unscrupulous private investigator to get him inside the Long Island plant. There O'Brien located the Guardsman armor and put it on, determined to use it to bring Iron Man to justice. However, the malfunction in the cybernetic circuitry also affected his brain and he flew into a rage, seeking to kill Iron Man. Iron Man confronted his attack and finally convinced him that the armor was causing him to act insanely. Stark took Michael O'Brien into custody rather than press criminal charges, hoping to convince the man of his innocence in his brother's death. While Stark worked on a new set of armor, the Japanese mutant Sunfire attacked the plant. Stark was unable to put on his new armor since it had not yet cooled and unable to find any of his spare suits of armor since a saboteur had stolen them. Hence he was forced to put on the Guardsman armor to fight off Sunfire. O'Brien

witnessed Stark's heroic attempts to save lives over a video monitor, aware that Stark was risking a major heart attack by the strenuous activity. Escaping confinement O'Brien decided he was wrong about Stark and determined to help him by donning the now-cool Iron Man armor. Thus clad, he was mistaken for the real Iron Man and kidnapped by the Mandarin. Stark discovered an old set of Iron Man armor that the saboteur had overlooked and went to China to rescue O'Brien. Upon rescuing him, Stark chose to reveal his true identity to O'Brien before he went off to battle the Mandarin. O'Brien flew back to New York where he took custody of the Guardsman armor once more.

After Iron Man defeated the Mandarin, Stark fixed the malfunction in the Guardsman armor's circuitry so it was safe to wear. Michael O'Brien was determined to use the armor to vindicate both his brother's and his own senseless actions. When Stark International (formerly Stark Industries) was taken over by the criminal Midas, the Guardsman joined with a number of Stark's other friends and allies to battle Midas's men. He was turned to gold by Midas's power, but was later restored to flesh. Having quit the police force, O'Brien interviewed for the position of security director at Project: Pegasus, the government energy research facility, after its previous director Quasar, quit. With a high recommendation by Tony Stark, O'Brien got the job. Some time later, while guarding the project, O'Brien's Guardsman armor was damaged in a battle with the subhuman Lava Men. It was later repaired at the project's expense. O'Brien as the Guardsman has been living and working full-time in the Project since his appointment and has performed his duties capably.

When much of the super-villain containment duties of Project: Pegasus were transferred over to The Vault, O'Brien transferred as well and was made chief of security there. The security staff wear manufactured duplicates of the Guardsman armor.

STATISTICS:

F	TY (6)
A	GD (10)
S	TY (6)
E	EX (20)
R	PR (4)
I	GD (10)
P	PR (4)

Health: 42

Karma: 18

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Sybil Dvorak**Occupation:** Socialite, cult leader**Legal Status:** Naturalized citizen of the U.S. with no criminal record**Identity:** Secret**Place of Birth:** Focani, Rumania**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Los Angeles, California**Past Group Affiliations:** None**Present Group Affiliation:**

KNOWN POWERS:

Psychokinesis: Gypsy Moth is a mutant with the power to manipulate material by mental command. She has a preference for manipulating "soft" materials, such as organic tissue and fabric, as opposed to "hard" inorganic ones. Gypsy Moth can manipulate nonliving material at Monstrous level, though she only willingly affects materials of up to Remarkable rank. This is sufficient, in most cases, to cause a hero's costume and hair to constrict or bind (treat as a Wrestling hold at the clothing's material rank, maximum of Remarkable).

Gypsy Moth can also affect organic material, causing muscles to cramp or skin to break. She must make a Monstrous Control roll with a -4 CS to do this; if she is successful, her victim must make an Endurance FEAT roll or suffer up to Remarkable damage (and possible stun). Her powers are effective within a one area range.

Flight: Gypsy Moth can lift her own body, allowing her to fly at 4 areas per round. She cannot carry significantly more than her weight. Her



wings are purely ornamental and have no effect on her flight. If sufficiently braced, she could levitate others, up to 120 pounds.

TALENTS: None

CONTACTS: Sybil is on good terms with the original Spider-Woman, having helped her on one occasion. She leads a cult of hedonistic worshippers but most of them are society dropouts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mentally disturbed, Gypsy Moth is less a supervillainess than a troubled young woman. Her motivations are somewhat vague and nebulous. Her primary interest is her own comfort. When her own interests are involved she will help superheroes.

HISTORY

Sybil Dvorak is a mutant whose powers manifested themselves while she was a child. Raised by gypsies, she had spent much time alone nurturing and focusing her mental

abilities. In her late teens, she met a handsome middle-aged American actor named Jason Reed who was starring in a foreign-financed remake of the movie *Dracula*. Seduced by him, she agreed to accompany him to his Hollywood home as his mistress. The glamour and excitement of being in America in love with a wealthy actor soon faded when Reed spent increasingly more time away from home. Her citizenship papers not yet processed, and still not speaking English fluently, Dvorak felt like a prisoner in the actor's home. She soon began to suspect that Reed was having affairs with other Hollywood starlets. One night she used her powers to weave

herself wings and a disguise, and she began to scour the haunts of the rich and famous in search of her errant lover. The sight of social gatherings she could never be part of provoked her to use her powers to prey upon the socialites an activity which brought her into conflict with the original Spider-Woman. Eventually, Dvorak managed to get her American citizenship and an inclusion in Reed's will. Soon afterward, Jason Reed died of an obstructed blood vessel in his heart, and Dvorak inherited his home and wealth. She used it to start a hedonistic cult of drugs and decadence that worshipped her as their queen.

STATISTICS:

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R GD (10)
I GD (10)
P GD (10)

Health: 24

Karma: 30

Resources: AM (50)

Popularity: 10

BACKGROUND

Real Name: Henry Peter Gyrich

Occupation: Government Agent

Legal Status: Citizen of the U.S. with no criminal record

Identity: Gyrich does not use a double identity

Place of Birth: Pittsburgh, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Washington, D.C.

Past Group Affiliations: Member of the National Security Council, former government liaison with the Avengers, member of Project Wideawake

Present Group Affiliation:

KNOWN POWERS:

None

TALENTS: Gyrich is a skilled Bureaucrat, and he receives a +1 CS when dealing in such matters.

CONTACTS: Gyrich has vast contacts with the U.S. Government and with law enforcement agencies. His resources shown above indicate his access to government equipment.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Gyrich is obsessed with the idea that superpowered individuals will bring about the downfall of normal men and women. He is cold, heartless, and aggressive.



HISTORY

Henry Peter Gyrich was appointed by the National Security Council to investigate unofficial reports of irregularities in the operations of the Avengers. The Avengers was granted by the U.S. government certain privileges such as exemptions from air traffic regulations, access to certain classified intelligence information, and a special priority status

enabling them to operate with a minimum of bureaucratic red tape. When Gyrich went to investigate the reports in person, he discovered a gaping hole in the wall to Avengers Mansion caused in a recent battle with Count Nefaria, and none of the Avengers present. Overpowering the Avengers' butler Edwin Jarvis, Gyrich bound him to a chair and deliberately set off a security alarm. When the Avengers responded, he introduced himself, lectured them about their lax security, claiming that anyone could have walked in and stolen their sophisticated technology or classified records. He explained that their priority status could only be revoked by two people, the President of the U.S. and himself. After reporting his findings to the council in Washington, Gyrich returned to New York, finding that Hawkeye had left the front door open when he entered. Although he was detained by a security device, Gyrich was still unimpressed by the Avengers' security. He told them he was revoking their priority status and all accompanying privileges, effectively denying them use of their quinjets, monitors, and data files, as well as curtailing certain extralegal activi-

ties. Despite their protests, the Avengers could not persuade him to relent. Weeks later, after the Avengers struggled to operate under restrictions, Gyrich returned to tell them his requirements for the reinstatement of their security clearance. Among other things, he demanded that the Avengers limit their membership to seven, and that he determine who that seven would be. Despite general dissent, Captain America convinced the others that the reinstatement of priority status was of prime consideration and worth any other inconvenience. Consequently, the Avengers allowed Gyrich to determine that the Falcon, who had never been an Avenger before, be asked to join. Gyrich also instituted a security screening and identification for all members.

Gyrich then requested a transfer in his responsibilities and was made a special consultant to Project Wideawake, a covert governmental commission to deal with the problems posed by the growing number of mutants in America. Project Wideawake is headed by National Security Advisor, Judge Petrie and its members include Frank Lovwell of the Central Intelligence Agency,

Raven Darkholme of the Defense Department, and Dr. Valerie Coopers among other representatives of military and civilian security departments. The project noted that America no longer had a virtual monopoly on superhuman mutants and decided to investigate the feasibility of employing a special team of mutants to counter the threat of foreign mutants. (Eventually the Brotherhood of Evil Mutants was drafted to fill this position and was renamed Freedom Force.) Gyrich became involved with the threat of the alien Dire Wraiths, and met with the man named Forge, special weapons maker for the U.S. government and SHIELD. Gyrich obtained from Forge the prototype of a gun based on the device carried by the Galadorian spaceknight Rom, which neutralized Wraiths' abilities. This gun could be adjusted to neutralize superhuman powers in mutants. While trying to apprehend the mutant Rogue for breaking into a SHIELD installation, Gyrich accidentally shot her fellow mutant Storm, robbing Storm of her powers. Gyrich has since continued to serve on the staff of Project Wideawake.

HAMMER

STATISTICS

F	GD (10)
A	TY (6)
S	GD (10)
E	GD (10)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 36

Karma: 10

Resources: TY (6)

Popularity: -4

BACKGROUND

Real Name: Leroy "Hammer" Jackson

Occupation: Criminal, mercenary

Legal Status: Citizen of the U.S. with criminal record

Identity: Public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: "Crackjack" Jackson (father, deceased)

Base of Operations: Defense Research Corp. offices in NYC, CA, and elsewhere

Past Group Affiliations: D.R.C.

Present Group Affiliation:

ANVIL

STATISTICS

F	GD (10)
A	PR (4)
S	GD (10)
E	GD (10)
R	PR (4)
I	PR (4)
P	FE (2)

Health: 34

Karma: 10

Resources: TY (6)

Popularity: -3

BACKGROUND

Real Name: John "Johnny" Anvil

Occupation: Criminal, mercenary

Legal Status: Citizen of the U.S. with a criminal record

Identity: Public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: D.R.C. offices



in NYC, CA, and elsewhere

Past Group Affiliations: D.R.C.

Present Group Affiliation:

KNOWN POWERS

The powers shared by Hammer and Anvil are the result of their connection to and through the Synthecon cable, an alien device of Monstrous Material.

Absorption: Monstrous ability to absorb kinetic energy within 1 area and transform it into additional Strength, Endurance, and the powers listed below. Note that the

power levels constantly rise and fall with the available energy supply.

Body Armor: Variable resistance to physical and energy attacks.

Healing: Accelerated self-healing

Mind Link: Automatic mental rapport between Hammer's and Anvil's minds.

Deathtouch: If someone other than Hammer or Anvil touches the Synthecon cable while it is converting Incredible or higher Intensities of kinetic energy, that person must make an Endurance FEAT against that Intensity or be immediately

killed.

Weakness: The Synthecon must be removed by both partners. Should one die, the linked partner dies of shock within 5-15 turns.

TALENTS: Petty criminal skills.

CONTACTS: D.R.C.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Jackson is a bitter product of a self-perceived neglected childhood. He harbors great resentment against his father and authority figures. Anvil is a racist who decided that he hated prison more than he did Jackson.

HISTORY

As an adult, Leroy Jackson was said to hate everyone and everything. He was sentenced to prison for reasons that have not been revealed and was assigned there to a chain gang. An unidentified person in the prison administration with a perverse sense of humor decided that Jackson, whose nickname was "Hammer" and who was black, should be chained while working on the chain gang to another prisoner, Johnny Anvil, who was well known as a racist who hated blacks. However, Hammer and Anvil's hatred for prison proved to be even stronger than their hatred for each other, and they succeeded in escaping while still chained together at the wrists.

In escaping, Hammer overpowered a guard and stole his .38 handgun. Eventually Hammer and Anvil lost the search party that had gone after them. But then the two convicts

encountered Chleee, a member of the alien race the Gix, who had been mortally wounded in the crash landing of his starship. Panicking at the sight of the strange alien, Hammer fired his stolen handgun at Chleee and thereby unintentionally saved his life. Unaware that Hammer had actually been trying to kill him, Chleee wished to thank him and Anvil. Believing the chain linking their wrists to be merely a "drab adornment," Chleee split the chain and used a device called a molecular transfuser to create an "energy synthecon" joining their wrists in its place. By absorbing kinetic energy, the energy synthecon granted the two escaped convicts superhuman strength. Gix then departed in his starship.

Hammer and Anvil returned to the prison and used their new superhuman strength to begin tearing it apart in revenge for their captivity there. Then, suddenly, the monstrous Hulk arrived at the prison. By coincidence, the Hulk had recently met "Crackajack" Jackson, who was on his way to the prison to visit his son, and who befriended the lonely monster. The grateful Hulk took the elder Jackson into the prison, leaping over the outer wall. Seeing his father, Hammer began quarreling with him. "Crackajack" Jackson accidentally brushed his hand against the energy synthecon, whose sheer power killed him on contact. Enraged at the death of his friend, the Hulk attacked Hammer and Anvil. The two convicts fought back, but finally the Hulk seized hold of the energy synthecon, despite the pain it caused even to his superhuman form, and split it in two. The synthecon had linked Hammer and Anvil psychically as well as physically, and the mental shock they suffered when the synthecon was severed drove them insane.

Eventually, however, Hammer and Anvil regained their sanity, and Ivor Carlson, the head of the Deterrence Research Corporation, had them released from prison and hired them as corporation employees. Founded and formerly headed by Moses Magnum, the DRC dealt in munitions and was willing to use criminal methods to achieve its goals. Carlson had

DRC scientists repair the synthecon and, he claimed, they altered it so that it no longer would link Hammer and Anvil mentally and so that Hammer and Anvil could remove it at will. Once again given superhuman strength by the synthecon, Hammer and Anvil battled Spider-Man and the Guardians of the Galaxy on behalf of the DRC. One of the Guardians, Martinex, used his freezing power to cover the synthecon with ice, radically lowering its temperature and thus rendering it brittle. Spider-Man then fired his webbing at it, shattering the device. Thus Hammer and Anvil were defeated once more.

The DRC repaired the synthecon once more, and sometime later Hammer and Anvil clashed with the original Spider-Woman in Los Angeles when they kidnapped Amanda Sheridan, the head of Sheridan Industries for the DRC. With Sheridan the corporation's prisoner, the DRC intended to attempt a corporate takeover of Sheridan Industries. Spider-Woman rescued Sheridan and fought Hammer and Anvil twice more. In her final battle with them, Spider-Woman fired bio-electrical energy into the synthecon to render it inoperative, and then defeated its wearers.

Somehow the synthecon became operational once more. It is not known whether or for how long Hammer and Anvil remained employed by the DRC. However, a considerable time after their defeat by Spider-Woman, Hammer and Anvil, once again linked by the synthecon, encountered the Hulk in the desert in New Mexico. Then the enigmatic assassin Scourge, who had been disguised as an aged American Indian, killed Hammer by shooting him in the face with an explosive bullet. Apparently the synthecon now linked the life forces of Hammer and Anvil and Anvil could not remove it, at least not by himself. On seeing Hammer dying, Anvil realized that he himself would perish as a result. Indeed, when Hammer expired seconds later, Anvil's life came to an end as well.

STATISTICS

F	PR (4)
A	GD (10)
S	TY (6)
E	GD (10)
R	EX (20)
I	TY (6)
P	GD (10)

Health: 28

Karma: 26

Resources: IN (40)

Popularity: 10

BACKGROUND

Real Name: Justin Hammer**Occupation:** Industrialist, Criminal financier**Legal Status:** Citizen of Monaco**Identity:** Public**Place of Birth:** Surrey, England**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Mobile**Past Group Affiliations:** None**Present Group Affiliation:**

KNOWN POWERS

Justin Hammer has no superhuman powers.

TALENTS: Hammer has an Amazing command of the financial and business worlds. He is a superb middleman and packager.**CONTACTS:** Hammer can call upon any of his employees, companies, or agents for assistance.

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Hammer is a businessman, not an overt villain. He is out to conquer the world through financial means. However, he recognizes the usefulness of controllable supervillains. He prefers to maintain contacts with various high tech villains—providing repair facilities, equipment upgrades, supplies, and legal assistance. These agents in turn act on his behalf as well as supply him with 50% of their loot.

HISTORY

Justin Hammer is an unscrupulous industrialist and head of various international design and manufacturing firms. A long-time competitor of Stark (now Stane) International, Hammer became one of the leading weapons suppliers in the world after Stark International moved out of weapons production. Hammer maintained other manufacturing interests

besides weapons and it was while bidding for an electronics plant to be built within the borders of the small Communist country of Carnelia that Stark and Hammer came into direct conflict. Knowing that Iron Man was an essential part of Stark International's image as well as security (but not knowing that Iron Man was actually Anthony Stark), Hammer directed his engineers to develop a means to override Iron Man's armor. The engineers eventually built a hypersonic device able to breach the armor's refractory coating. Over a period of weeks they tested their ability to override the cybernetic circuitry of the armor by activating various weapons systems against Iron Man's will. Iron Man dismissed these incidents as mechanical malfunction rather than a deliberate override. Finally, Hammer activated Iron Man's repulsor unit, causing Iron Man to kill the Carnelian ambassador to the United Nations. His armor impounded, Tony Stark tracked the

reclusive Hammer to the Mediterranean Sea, where he was taken captive by Hammer's mercenaries. There he learned about Hammer's designs upon him as well as some of his shadier operations such as the financing and outfitting of various costumed criminals in exchange for fifty percent of their profits. Stark managed to wreck the device that could override his armor and then donned his spare suit in time to battle Hammer's reserves, a small army of costumed criminals. Vanquishing them, Iron Man damaged Hammer's floating villa and captured the man who designed the equipment that overrode his armor. Justin Hammer managed to escape. Although Iron Man managed to clear himself of the murder charge by exposing certain of Hammer's activities, he could not effectively thwart Hammer's operations, since his diverse corporate holdings are unknown to the authorities. Iron Man encountered Hammer a second time when he kidnaped

Stark's girlfriend Bethany Cabe and brought her aboard his huge submarine. Iron Man managed to severely damage the vessel, but was unable to apprehend Hammer.

Justin Hammer remains at large, a reclusive billionaire overseeing various international business interests, legal and otherwise. Among the many costumed criminals who he has outfitted and financed operations for are Blacklash, Blizzard, Melter, Man-Killer, Beetle, Spymaster, Leapfrog, the Porcupine, Water Wizard, Stiletto, Discus, the Constrictor, Blue Streak, and Captain Barracuda. Among those one of Hammer's companies has built weaponry for are the Orb, the Viper, and the Black Spectre and Zodiac criminal organizations.

STATISTICS

F	EX (20)
A	GD (10)
S	EX (20)
E	EX (20)
R	TY (6)
I	PR (4)
P	FB (2)

Health: 70
Karma: 12
Resources: TY(6)
Popularity: -10

BACKGROUND

Real Name: Harlan Krueger
Occupation: Soldier, vigilante, assassin
Legal Status: US citizen with criminal record
Identity: Known to police
Place of Birth: Los Angeles, California
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

None; the Hangman depends wholly on his own physical skills and equipment.

Weaponry: The Hangman employs two weapons during combat. The first is a 30 foot long rope tied with a hangman's noose at the end and the other is a scythe with an 8 foot long handle and a 4 foot long blade which does Good Edged Weapon damage.

TALENTS: Hangman's Fighting is Remarkable when using his weapons and his Reason is Excellent in matters pertaining to Hollywood films of the 1940s to 1960s.

CONTACTS: None

ADDITIONAL NOTES:



ROLE PLAYING NOTES

The Hangman is a psychotic killer. He chooses a specific class of targets, then pursues and kills anyone who matches his chosen class. He also sets specific rules for himself; failure to follow those rules results in almost paralyzing self-doubt. If confused, he will eventually alter his target and ethical standards.

HISTORY

Harlan Krueger was a fanatical moviegoer who idolized John Wayne, Humphrey Bogart, Alan Ladd, and other leading men of the films of past decades, identifying them with the heroic characters they portrayed. Perceiving a clearly drawn division between good and evil in these films, Krueger developed a simplistic view of real life, believing that the differ-

ence between good and evil in the world around him was clear and absolute. Moreover, just as the villains in movies often paid for their crimes with their lives, so too Krueger believed that criminals in real life who committed sufficiently heinous deeds should forfeit their lives.

A brawny youth, Krueger enlisted in the army and was sent to the front lines in wartime. Before long he was court-martialed for torturing prisoners of war. As a result Krueger spent six years in an army stockade. Upon release he applied for a job with the Los Angeles Police Department but was turned down.

Krueger decided that all public officials had become soft and corrupt, that the police were apathetic towards their duty to capture criminals, and that the courts merely returned criminals to the streets to continue their assaults on society. Krueger resolved that to serve the greater good of society, he would take the law into his own hands, as some of the heroes of the films he loved had, and he became the masked vigilante called the Hangman.

For years the Hangman stalked the streets of Los Angeles, wielding a noose and a scythe as his weapons. As the Hangman, Krueger pursued a private crusade against those whose ideas of morality conflicted with his own harsh, narrow-minded, merciless code. Krueger executed those he considered worthy of death either by hanging or by dismembering or impaling them with his scythe. The Hangman only intentionally killed men. He believed that women were too weak-minded and emotional to be held fully responsible for their evil deeds, and that any women who had committed wrongs must have been misled by evil men. Instead of executing women of low morals, he imprisoned them to protect them from being corrupted any further.

In the course of the Hangman's career as a vigilante, he clashed repeatedly with both Jack Russell, who is a werewolf, and the original Spider-Woman. The Hangman was captured by the police, but they did

not hold him for long.

The Hangman was eventually captured by the man who called himself the Locksmith, who was determined to imprison all superhuman beings in the Los Angeles area. The Locksmith kept the Hangman under control by administering tranquilizing drugs to him and having him continually watch videocassettes of banal and simplistic television programs to occupy his mind. The Locksmith had also taken the original Spider-Woman prisoner, but she managed to break free and to release those among the rest of the Locksmith's captives whom she believed she could trust. Spider-Woman summoned the police, who took the more dangerous captives, including the Hangman, into custody. At this point in the Hangman's career, he is known to have executed over thirty men, many of whom were known criminals. Five of the women he had imprisoned starved to death during his absence from his hideout; the police found and freed ten other women before they could also die of hunger. He may very well have been responsible for the deaths of even more men and women than these.

Sent to a mental institution, Krueger began to rethink his modus operandi and realized it would take more than his lifetime to rid the world of all those whom he deemed corrupt. Instead, he decided, he would attack those whom he considered to be the sources of corruption. Krueger believed that contemporary films promoted immorality whereas the movies he watched as a youth did not. Therefore, Krueger resolved he would direct his vengeance against those he held responsible for making the contemporary films he believed were inducements to sin and crime.

Escaping the mental institution, Krueger laid low for a time and built his body up to peak strength. He then began anew his crusade of terror and retribution.

Film reviewer Matthew O'Brien attended a showing of the low budget horror movie "Gore Galore", at which the Hangman was also present. The closing credits of the film were shown too quickly for the

Hangman to copy down all the names of the people he intended to kill for making the movie. Not realizing that Krueger was dangerous, O'Brien gave him a press kit listing all of the credits.

That night the Hangman killed the movie's director Earl R. Brown. The next night the Hangman murdered Andrew Paffenroth, the producer of "Gore Galore". Reading of the murders in the newspaper, O'Brien realized that the man to whom he gave the press kit must have been the killer. Afraid he was indirectly responsible for the murders himself, O'Brien called the police, who told him they did not have enough manpower to protect all the rest of the people connected with the movie. O'Brien went to warn James Schumann, one of the writers of the screenplay for "Gore Galore", only to find that the Hangman had already killed him.

That night O'Brien went to the 'wrap' party celebrating the end of filming on a new movie, "Splatterday", which had in its cast several of the actors from "Gore Galore". To O'Brien's dismay, it was a costume party, complicating his effort to recognize and warn the hangman's potential victims. Worse, O'Brien saw the Hangman himself, in full costume, at the party; obviously everyone believed the Hangman to be just another person who had been invited to the costume party.

The Hangman then killed a hooded robed figure whom he believed to be one of his intended victims. But on pulling the corpse's hood back, he discovered that he had mistakenly killed a woman. Thus the Hangman had unintentionally violated his own moral code, by which women must be protected. In tears, the Hangman mournfully knelt before the corpse, having set aside his scythe. Absorbed in his grief, the Hangman did not notice O'Brien coming up quietly behind him. Knowing that the Hangman had to be stopped from murdering again, and knowing too that the Hangman might turn around at any moment and kill him, O'Brien fatally plunged Krueger's own scythe into the Hangman's back.

STATISTICS

F	PR (4)
A	TY (6)
S	PR (4)
E	TY (6)
R	EX (20)
I	EX (20)
P	MN (75)

Health: 20
Karma: 115
Resources: GD (10)
Popularity: 10

BACKGROUND

Real Name: Agatha Harkness
Occupation: Witch, Governess
Legal Status: Citizen of New Salem
Identity: Public is unaware she is a witch.
Place of Birth: New Salem (probably)
Marital Status: Widow
Known Relatives: Nicholas Scratch (son), Salem's Seven (grandchildren)
Base of Operations: New Salem; Whisper Hill, NY; Baxter Building, NYC
Past Group Affiliation: New Salem Witches, Fantastic Four (ally)
Present Group Affiliation:

KNOWN POWERS

Ritual Magic: Agatha Harkness has at her command a great variety of magical spells which gave her the following powers at Monstrous ranks: Force Field, Force Field vs. Hostiles, Force Field vs. Magic, Reflection, Resistance to Magic, Extra-dimensional Detection, Life Detection, Magic Detection, Power Detection, Psionic Detection, Bio-physical Control (Healing and Disruption), Hypnotic Control, Mind Control, Neural Manipulation, Shapechange Others, Summoning, Magic Control, Magic Domination, Sympathetic Magic, Communicate with Animals, Communicate with Plants, Dreamtravel, Empathy, Free Spirit, Sensory Link, Telepathy, Dimension Travel, and Gateway.

TALENTS: Her Mystical Origin gave her Monstrous Occult Lore.

CONTACTS: The Fantastic Four (especially Franklin Richards) and The Scarlet Witch



ADDITIONAL NOTES

ROLE PLAYING NOTES

When Agatha was alive, her main concerns were countering the effects of evil magic upon the world and protecting those she 'adopted' (both Franklin Richards and the Scarlet Witch). From time to time, her dedication to properly helping her 'children' may lead her to do things which might seem, at first glance, to be against that person's best interests. Her devotion is so strong that she will return from the dead to assist her 'children.'

HISTORY

Agatha Harkness, who was the most powerful sorceress in New Salem, became its 'grande dame' or leader. Very little is known about Harkness's past before her association with the Fantastic Four. It is not even known how old she is. The fact that New Salemites refer to outsiders as 'mortals' may indicate that the New Salemites have life spans far longer than human beings.

The identity of Agatha Harkness's husband is unknown. It is not even known whether 'Harkness' is Agatha's husband's last name or her maiden name. Agatha and her husband had only one child together, the warlock known as Nicholas Scratch (see Appendix: Scratch, Nicholas). 'Nicholas' and 'Scratch' are both names given to the devil, and hence, 'Nicholas Scratch' may merely be an alias that Agatha's son assumed. Nicholas Scratch had number of wives, who bore him the many children who have since become known collectively as Salem's Seven: Brutacus, Gazelle, Hydron, Reptilla, Thornn, Vakume, and Vertigo I.

Eventually Agatha Harkness left New Salem, for she wished to associate with people in the outside world once more. She came to live in an old mansion on Whisper Hill in the Adirondack Mountains in upper New York State.

There Harkness was contacted by Reed Richards, the leader of the Fantastic Four. Richards and his wife and teammate Susan had recently had a son, Franklin. Due to Reed and Susan Richards' dangerous lives as costumed adventurers, they needed someone to take care of Franklin during their absences who would also be capable of protecting him from possible attacks by their enemies. Learning of Agatha Harkness's supernatural powers, Reed Richards asked her to become Franklin's governess, and she, admiring the Fantastic Four's heroism, accepted.

Later, Harkness and Franklin Richards were abducted to New Salem, whose people were now led by her son, Nicholas Scratch, who hated her. The Fantastic Four came after

Franklin and Harkness but were captured as well. Harkness was placed on trial for consorting with outsiders and for revealing the existence of the New Salemites to the outside world although, in fact, she had kept the existence of the New Salemites secret. The Fantastic Four escaped their cell, overcame Salem's Seven, and found Harkness just as the death sentence was about to be administered upon her. Reed Richards pointed out to the New Salemites that Harkness had never told them about New Salem and that the Fantastic Four would never have found the town had Nicholas Scratch not abducted Franklin. The New Salemites realized that it was Scratch who had betrayed them, not Harkness, and cast a spell of eternal banishment upon him, sending him to another dimension. Harkness, Franklin, and the Fantastic Four subsequently left New Salem.

Sometime later, Harkness, Franklin, and the Fantastic Four were visiting New Salem together when Nicholas Scratch took control of the minds of virtually all the New Salemites from the dimension in which he was imprisoned. Salem's Seven, who served Scratch, overcame the Fantastic Four. Franklin Richards, who possesses tremendous latent psionic powers, freed the New Salemites from Scratch's spell, but Salem's Seven and the captive Fantastic Four had been magically transported to New York City. There Salem's Seven planned to bring Scratch to Earth. Scratch, from his dimension, took control of the Fantastic Four's minds, but Franklin broke Scratch's hold over them. Harkness used her magical powers to strip Salem's Seven of their supernatural powers and to banish the seven New Salemites back to New Salem. She also cast a spell further entrapping Scratch in his other dimension.

Finally, though, Vertigo, the leader of Salem's Seven, turned the other 665 New Salemites against Harkness. Salem's Seven regained their supernatural powers and were able to capture Harkness whom they executed by burning her at the stake.

Harkness's spirit apparently influenced the Scarlet Witch, causing her to go to New Salem with her husband, the Vision. There, they were captured by six of the members of Salem's Seven.

The seventh member, Gazelle, had opposed the others' plan to entrap the Scarlet Witch. As punishment, Gazelle was sentenced to be slain as a human sacrifice. Vertigo asked the Scarlet Witch to join their coven. But when she refused, Vertigo planned to sacrifice her as well as Gazelle and the Vision. The Vision broke free shortly after dawn of the following day, and he battled Vertigo, who wielded the combined magical forces of all 666 New Salemites. The Vision defeated her nonetheless and as a result Vertigo lost control of the community's magical forces, which threatened to kill all the New Salemites. The Scarlet Witch attempted to channel the tremendous mystical forces into a mountain. Agatha Harkness's spirit appeared to her and told her to use the power as well as channeling it. The Scarlet Witch therefore did both. The power channelled into the mountain caused it to explode, and the New Salemites were apparently all killed. The Vision and the Scarlet Witch survived, however, and the magical power that the Scarlet Witch had 'used' rather than channelling into the mountain caused her to become pregnant with the two children to whom she later gave birth.

Later, the specter of the deceased Thornn captured the Scarlet Witch and brought her into a supernatural dimension ruled by a mystical entity known as Samhain. There, the Scarlet Witch discovered Harkness' spirit, which had been bound helplessly to an ethereal stake ever since her physical death. But Harkness had mystically contacted the Vision, and she told him how to help fight Samhain by destroying a book of druidic magic to which Samhain was mystically bound. By doing so, the Vision made it impossible for the mystical being known as Samhain to keep his humanoid form. Harkness could not defeat this entity as long as he had Samhain's form, but now she broke free from the stake and used her magical powers to entrap the entity within the spirits of his allies, six of the members of Salem's Seven. With the former Samhain and his six major allies defeated, Agatha Harkness's spirit took her leave of the Scarlet Witch. Harkness's spirit went to her resting place in the hereafter, and the Scarlet Witch returned to her home on Earth.

HATEMONGER I

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R GD (10)
I GD (10)
P IN (40)

Health: 50

Karma: 60

Resources: EX(20)

Popularity: -30

BACKGROUND

Real Name: Adolf Hitler

Occupation: Conqueror

Legal Status: World criminal (deceased)

Identity: Secret

Place of Birth: Various places

Marital Status: Single

Known Relatives: Other clones

Base of Operations: Mobile

Past Group Affiliations: Ex-ally of the Red Skull

Present Group Affiliation:

KNOWN POWERS

Serial Immortality (Premade): The first Hatemonger could Automatically transfer to a previously created clone if one existed.

Hate Ray Pistol: This weapon had the power to incite Monstrous hatred and had a range of 1 area. It normally affected all persons within a 20 foot sphere of the target area.

Hate Ray Cannon: Like his pistol, this weapon could produce Monstrous hatred. However, its range was far greater (100 miles) and it would affect all persons in the target Area.

TALENTS: Military and Political Leadership skills.

CONTACTS: Any neo-Nazi group or Third Reich-related organization.

ADDITIONAL NOTES:



ROLE PLAYING NOTES

The original Hate-Monger wanted to conquer the world. His preferred tactic is to make the worlds' nations tear each other apart. He is a ruthless madman who will sacrifice his forces, equipment, and even his current body to achieve his goals. He preferred to choose allies with ties to the Third Reich.

HATEMONGER II

STATISTICS

F EX (20)
A GD (10)
S IN (40)
E IN (40)
R RM (30)
I EX (20)
P EX (20)

Health: 110

Karma: 70

Resources: EX (20)

Popularity: -10

BACKGROUND

Real Name: Man-Beast
Occupation: Supervillain
Legal Status: None
Identity: Secret
Place of Birth: Unknown
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: None
Present Group Affiliation:

KNOWN POWERS

Lycanthrope: The Man-Beast possessed two forms. The first of these, a canine form, is described above while the second (a humanoid form) had the following statistics:

F	A	S	E	R	I	P
TY	TY	GD	GD	RM	EX	EX

Emotion Control: The Man-Beast had the power to induce Amazing intensity raw hatred in his targets.

Hate Amplifier: Using this mechanical device, the Man-Beast was able to increase his Emotion Control power to Monstrous rank.

Natural Weaponry: The Man-Beast's claws and bite could do Remarkable damage.

TALENTS: Incredible Reason in the design and construction of psionic devices.

CONTACTS: None

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Man-Beast wanted to devastate the Earth in order to conquer it and repopulate it with New Men under his control. His animal nature occasionally overrode his behavior.

HATEMONGER III

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	MN (75)

Health: 18

Karma: 95

Resources: EX (20)

Popularity: Special

BACKGROUND

Real Name: H. M. Unger
Occupation: Supercriminal
Legal Status: Deceased
Identity: Secret
Place of Birth: Microverse
Marital Status: Single
Known Relatives: None
Base of Operations: NYC
Past Group Affiliations: Minion of Psycho-Man
Present Group Affiliation:

KNOWN POWERS

Android Body / Imitation: The Hate Monger's artificial body had the Monstrous ability to change form and thus duplicate the appearance of any human being.

Emotion Control: The Hate Monger could induce Amazing hatred in all persons within 2 areas. If he was able to establish physical contact, this power jumped to Unearthly rank.
Pamphlets: The Hate Monger has created specially contaminated pamphlets which give him Remarkable control over those who touch them.

TALENTS: The Hate Monger had developed certain Psychological skills which allowed him to detect and nurture people's hidden hatreds.

CONTACTS: Because of his shape-changing abilities, this varies with his appearance.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Hate Monger is a lying, duplicitous fiend who will seek out anyone with a hidden hatred. He then inflames that hatred until the person or group becomes a berserker. He prefers to remain in the background and let his victims do the main fighting. He will seek superheroes whom he can corrupt into acting as his allies.

HISTORY

"The Hate-Monger" is a name that has been used by three individual menaces to humanity in the past, two of whom are known to be deceased.

The original Hate-Monger was apparently Adolf Hitler, who ruled Nazi Germany as its Fuehrer ('father' or leader) from 1933 to 1945. In early 1945 the brilliant Nazi biologist Armin Zola told Hitler that he had constructed a brain pattern-imprinting device with which the memories, personality, and even, it was said, the actual consciousness of one brain could be transferred totally to another. Moreover, Zola told Hitler that he had discovered the process that is now known as cloning, through which a duplicate of a living being may be created using the genetic code within one or more cells from the original living being's body. Through these means, Zola believed he could keep the Fuehrer alive indefinitely. Intrigued, Hitler allowed Zola to 'energize' his brain and to take a sample of his body's

cells. Zola then cloned an entire brain from those cells.

On April 30, 1945, as the invading Russian army closed in on his Berlin capital, Hitler, hidden in a fortress-like bunker, planned to kill his body and, thanks to Zola's 'energizing' process, psionically transfer his consciousness into a cloned brain, which Zola was keeping safely far away. Hitler was interrupted by the arrival of the original Human Torch and Toro, who were determined to capture him and bring him to trial. When Hitler reached for a flame-proofed switch to detonate explosives that would kill the two Torches, the Human Torch set him aflame. As he died, Hitler willed his consciousness to transfer itself into the cloned brain with the help of Zola's automatic brain patter-imprinting device at the latter's laboratory.

It is not definitely known whether the consciousness in the cloned brain was the actual consciousness of Adolf Hitler, that thus survived Hitler's physical demise, or whether it was, instead, a duplicate of Hitler's consciousness. In either event, the first Hate-Monger believed himself to be the original Adolf Hitler.

Over the following decades Zola cloned and grew entire bodies from his samples of Hitler's cells. Zola also treated the original cloned brain and each of those in the cloned bodies so that a life force and mental essence could be projected from one to another. The first cloned brain psionically transferred its consciousness to one of the clones' bodies. The being that was thereby created took the alias 'Hate-Monger' because he believed that the means to world conquest lay in fomenting hatred among the various races. Warfare would then erupt from which, he believed, only his own Aryan 'master race' would survive.

Scientists working for the Hate-Monger created his greatest weapon, the 'hate-ray' or 'H-ray.' This high-frequency microwave radiation affected the centers within the human brain controlling emotions so as to stimulate and magnify the victims' feelings of dread, fear, and anger to unusual levels, including repressed or subconscious senti-

ments of this kind. The hate-ray could also transform feelings of love into equally strong or perhaps stronger hatreds. The hate-ray could be fired from a handgun selectively at one victim or at a small number of victims. It could be projected from a space platform or satellite over wide areas of Earth, or even projected from a base on Earth so as to 'bounce off' the moon and blanket any area on the Earth that was facing the moon at that time.

Concealing his true identity beneath a hood, the Hate-Monger began preaching class, racial, and religious hatred in the United States. At the same time, the Hate-Monger was testing the effectiveness of his hate-ray on a major scale by using it to bring about civil war in the small Latin American nation of San Gusto. The Hate-Monger was opposed in San Gusto by the Fantastic Four and Nick Fury, who was then a member of the U.S. Central Intelligence Agency. When the Hate-Monger tried to fire a hate-ray at the second Human Torch, a member of the Fantastic Four, another member, Invisible Woman, struck the Hate-Monger's arm, ruining his aim. As a result, the Hate-Monger accidentally hit two of his own men with the hate-ray who then shot him dead.

But in dying, the Hate-Monger psionically transferred his consciousness into another of the bodies that Zola had cloned for him. The first Hate-Monger thus transferred his consciousness into new bodies at least six times, including once into a humanoid body without a humanoid head, whose brain Zola intended to transplant physically into the body of Captain America. Thus, although there has seemed to be a long succession of individuals matching the description of this first Hate-Monger, each of whom died horribly, there has been, in fact, only one such Hate-Monger, who, whenever he found himself on the point of death, psionically transferred his consciousness into another of the cloned bodies. The Hate-Monger tried many times to conquer the world after his defeat in San Gusto, but was defeated by Nick Fury in his new role as Public Director of

SHIELD and by the Man-Wolf.

Eventually, the Hate-Monger formed an alliance with the original Red Skull, who had been the second most powerful individual in Hitler's Third Reich. Based on Exile Island, the Hate-Monger and Red Skull had scientists in their employ attempt to construct the Cosmic Cube, an apparently infinitely powerful means of creating in reality whatever its wielder desires. However, neither the Hate-Monger nor the Skull was willing to share such power. The Hate-Monger therefore transferred his consciousness into the Cube fabricated by their scientists. But the Red Skull, having anticipated his partner's plans and wishing to dispose of him, had concealed from him the fact that their Cube did not contain the energy matrix necessary to its function. Hence, the Hate-Monger's consciousness has been entrapped within the Cube apparently unable to escape.

The second individual to assume the name of the Hate-Monger was the Man-Beast, a wolf whom the High Evolutionary gave human-level intelligence, semi-humanoid form, and superhuman powers. The Man-Beast adopted the costume and name of the Hate-Monger in the course of his attempt to conquer the Earth by psionically inducing hatred in the people of the world. The Man-Beast was opposed by Spider-Man and was seemingly killed when his own hate amplification machine exploded. However, it is not definitely known whether the Man-Beast is currently dead or alive.

The third Hate-Monger was an android created by the otherdimensional scientist and conqueror known as the Psycho-Man. The Psycho-Man gave the android the alias of 'H.M. Unger' as a pun on the name 'Hate-Monger.' The android did not normally resemble Hitler, although it could presumably take on Hitler's appearance using its shape-changing ability.

As noted, the Hate-Monger android had the ability to alter its own appearance. Hence, the android could make itself look like either a male or female human being, or appear to be a member of any

human racial type. At one point the android even gave itself the appearance of Reed Richards, who leads the Fantastic Four as Mister Fantastic. The limits on the Hate-Monger's shape-changing abilities are unknown. Apparently it could not duplicate a person's superhuman abilities. The extent, if any, to which it could alter its height and mass is unknown. Nor is it known whether the Hate-Monger android could take on an inhuman appearance such as that of the Thing. There is no evidence that it could change into totally non-humanoid forms as the Skrulls for example, were able to do.

At short range, the Hate-Monger android could apparently induce hatred in human victims, presumably through broadcasting the same stimuli as the Psycho-Man's equipment does when inducing hatred. The android could even transform a victim's love into hatred.

As part of an onslaught against Earth, the Psycho-Man brought the Hate-Monger android there to make speeches before various groups in order to stir up their hatreds against others. The Hate-Monger android would, for example, arouse hatred

between blacks and whites, between men and women, and between the older and younger generations. Before speaking before each group, the Hate-Monger would take the form of someone who could be a member of that group. Hence, it would appear to be a white man when speaking before other whites against blacks, and would appear as a black man when speaking before blacks against whites.

In most of his guises, the Hate-Monger android distributed pamphlets which the Psycho-Man had created from alien paper from his own otherdimensional universe and had coated with alien chemicals that affected the minds of many of those who handled the pamphlets, stimulating their active and latent hatreds.

Through the Hate-Monger's efforts, especially the use of the pamphlets, people throughout New York City gave way to intense hatred, leading to widespread disorder, acts of violence and large scale destruction, especially through fires.

On the Psycho-Man's orders, the Hate-Monger android adopted the appearance of Reed Richards and approached his wife Susan Richards

the Invisible Woman. Thinking the android to be her husband, Susan Richards did not suspect it would harm her. The Psycho-Man and Hate-Monger then altered Susan Richards' mind, twisting her love and compassion into hatred. Renaming her Malice, they sent her to destroy the rest of the Fantastic Four. (Susan Richards' Malice persona is not to be confused with the Malice who opposed the Ghost Rider or the Malice who is a foe of the X-Men.) Realizing what had happened to his wife, Reed Richards broke the Psycho-Man's hold on her mind by insulting and striking her, thus giving her real cause to be angry at him. The mental shock which Susan Richards thereby suffered caused her to revert to her true personality.

By broadcasting energy on a certain frequency, Reed Richards undid the effects that the chemicals on the pamphlets had on people's minds and the Hate-Monger android was destroyed by an explosive bullet fired by the enigmatic vigilante Scourge. The Fantastic Four followed the Psycho-Man to his home dimension, where Susan Richards took her revenge on him.

STATISTICS

F	TY (6)
A	EX (20)
S	EX (20)
E	RM (30)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 76

Karma: 30

Resources: TY (6)

Popularity: 10

BACKGROUND

Real Name: Alexander Summers**Occupation:** Geophysics Grad Student, Adventurer**Legal Status:** Citizen of the U.S.**Identity:** Secret**Place of Birth:** Honolulu, Hawaii**Marital Status:** Single**Known Relatives:** Scott (Cyclops, brother), Christopher (Corsair, father), Katherine Anne (mother), Philip and Deborah Summers (grandparents), Madelyne Pryor-Summers (sister-in-law)**Base of Operations:** Mobile**Past Group Affiliations:** X-Men**Present Group Affiliation:**

KNOWN POWERS

Plasma Generation: Monstrous damage if directed, Amazing damage if undirected.**Absorption:** Monstrous ability to absorb plasma energy and rechannel it into his blasts.**TALENTS:** Remarkable knowledge of geophysics and geology. Leadership skills (a family trait).**CONTACTS:** Polaris (his fiancée), the X-Men, X-Factor, and the Starjammers

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Havok is a reluctant superhero. His discovery of his powers in adulthood made him less prone to acting as a superhero. He originally tended to anguish over any harm his powers caused. He usually fights supervillains only when they attacked him or his companions. When his power is reaching its maximum charge, he becomes highly emotional and is given to berserker rages. He is deeply devoted to Polaris.

HISTORY

Alexander Summers is the younger of the two sons of Christopher Summers, a United States Air Force major and test pilot, and his wife Katherine Anne. When Alex was still a pre-adolescent, his father flew himself, Alex, Katherine Anne, and his older son Scott in his vintage private plane back from a vacation. The plane encountered a scoutship of

the extragalactic Shi'ar Empire, which set the wooden plane ablaze. Katherine Anne Summers pushed Scott and Alex out of the burning plane with the only available parachute. Thus the two boys escaped capture by the Shi'ar, although their parents did not. (Scott and Alex believed both their parents had been killed until, as adults, they were reunited with their father, who had since become Corsair, leader of the Starjammers, a starfaring band of adventurers.) The boys were hospitalized for injuries they sustained during their landing, since their overburdened parachute had been unable to slow their descent safely enough. Scott and Alex both suffered traumatic amnesia about the incident on the plane. Alex left the hospital in two weeks, and was placed in an orphanage in Omaha, Nebraska. Soon adopted, Alex had little or no contact with Scott until years later.

Alex was unaware of Scott's developing mutant power or his identity as Cyclops of the X-Men until after the younger Summers had graduated from college. It was at that time that Alex first became aware of his own mutant abilities. A professor of archaeology named Ahmet Abdol,

who was also a mutant who called himself the Living Pharaoh, had discovered a psychic link between himself and Summers. While both of them had the latent mutant power to absorb and transform cosmic radiation, Abdol's ability to exercise the power was jammed in an unknown manner by Summers' body. Capturing the youth and taking him to his laboratory in Egypt, Abdol found a way to screen Summers' body from ambient cosmic radiation, permitting his own body to attain its latent potential. Abdol was thus transformed into the Living Monolith, a gigantic mutant with vast cosmic power. The Monolith was defeated while in combat with the X-Men when Summers' latent mutant powers surfaced under the stress of entombment within the mechanism designed to screen him from cosmic radiation. Incapable of controlling the shock waves his body emanated, Summers chose to remain in the Egyptian desert rather than accompany the X-Men back to America.

Summers was soon captured by one of the mutant-hunting robotic Sentinels and brought to the headquarters of Larry Trask, the son of the Sentinels' inventor. Trask gave Sum-

mers a costume whose chest display monitored the build-up of cosmic energy within him, and the code-name Havok. When the X-Men finally freed Trask's captive mutants, Summers accompanied his brother and his teammates back to civilization where he began to undergo training to help him keep his energy in check. Eventually Havok gained enough mastery over his power that he would release it only when he wanted to do so, and could wield his power skillfully enough to become a truly formidable opponent in battle.

Havok fell in love with Lorna Dane, the mutant known as Polaris. Neither Havok nor Polaris wished to lead a life as an adventurer, but they discovered that they had a mutual interest in geophysics. For a time they were both doing doctoral research in that subject in the Diablo Mountain range in Arizona. Recently Havok rejoined the X-Men as a full-time member following their battles with the Hellfire Club and Nimrod. During the battle with the Adversary, Havok was believed killed along with the X-Men. However, he and the others secretly relocated to Australia, where they continue their battle against mutant-haters.

STATISTICS

F GD (10)
A RM (30)
S GD (10)
E EX (20)
R TY (6)
I GD (10)
P TY (6)

Health: 70

Karma: 22

Resources: GD (6)

Popularity: 45

BACKGROUND

Real Name: Clint Francis Barton

Aliases: Goliath II, Golden Archer

Occupation: Adventurer, Security Consultant

Legal Status: Citizen of the U.S.

Identity: Secret

Place of Birth: Waverly, Iowa

Marital Status: Married

Known Relatives: Barbara Morse Barton (a.k.a. Mockingbird, wife), Harold and Edith (parents, deceased), Bernard (brother, deceased)

Base of Operations: Los Angeles, CA

Past Group Affiliations: Avengers

Present Group Affiliation:

KNOWN POWERS

Enhanced Vision: Remarkable eyesight

Equipment:

Bow: This special bow enables him to fire 3 arrows per round at a range of 7 areas.

Quiver: 36-shaft capacity

Harness: 36 arrowheads in special quick-release cases

Arrowheads: All have a range of 7 areas, except where noted below. Each arrowhead can be removed from its case and mounted on a shaft in 2 seconds.

*Acid: Monstrous damage; range 3 areas

*Bola: Remarkable entangling attack

*Boomerang: computerized, self-returning arrowhead; may be added to other arrowheads.

*Cable: 2 area-long cable of Incredible Material

*Electrical: Amazing damage; range 5 areas

*Explosive: Amazing damage

*Flare: Good intensity light in 2 area radius; Amazing damage to target

*Magnetic: Incredible adherence. May carry cable or another arrowhead

*Net: Incredible entanglement

*Putty: Remarkable adherence to rough surfaces; may be used to stop exposed machinery

*Rocket: boosts range by 1 area; may be added to other arrowheads

*Siren: Excellent intensity noise in each area. Endurance FEAT or be Stunned 1-10 turns

*Smoke: 1 area coverage

*Suction Cup: Remarkable adherence to smooth surfaces

*Tear Gas: 1 area coverage

*Thermal: Remarkable heat damage

*Vibration: Excellent damage

Skymobile: A personal hovercycle

Control	Speed	Body	Protection
EX	IN	EX	0

TALENTS: Hawkeye's archery skill is Incredible. He has Excellent Reason in designing and building new arrowheads. He is knowledgeable in circus lore.



CONTACTS: Avengers

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Barton has spent his life filling in the gaps he sees in himself. Despite a lack of real powers, he strives to be the best hero he can be. He is also concerned with making an individual name for himself. Occasionally these drives lead him into questionable situations.

HISTORY

Clinton Barton was the younger of two sons born to a small business proprietor and his wife. When his parents were killed in an automobile

accident when he was eight, Barton and his brother were placed in the state orphanage. At fourteen, Clint and Barney Barton ran away from the institute to join a traveling carnival. There Clint Barton apprenticed himself to the carnival's star attraction, the mysterious rogue known only as the Swordsman. Recognizing Clint's natural flair for archery, the Swordsman agreed to tutor him in the art. (Barney was relegated to menial work.)

For eight hours every day for four years, the younger Barton practiced with bow and arrow, soon becoming good enough to perform professionally as a trick shooter under the name of Hawkeye the Marksman. When Barton was eighteen, he accidentally discovered that his mentor was stealing from the carnival management. When the boy refused to become his partner in crime, the Swordsman chased him up onto a tightrope and cut it out from under him. The Swordsman left him for dead and fled the carnival. Found by his brother Barney, Clint was rushed to a hospital and eventually recovered from the compound fractures to his legs. A year later, he rejoined the carnival and resumed his act.

One day Barton witnessed Iron Man in action, and decided to emulate him by donning a colorful costume and using his archery skills to

battle crime. However, in his first public appearance as a masked hero, Hawkeye was mistaken for a thief and found himself in battle with Iron Man. Weeks later, his attraction for the Russian spy Black Widow led him to commit further acts on the wrong side of the law. However, Iron Man soon learned of Hawkeye's true nature and sponsored him for Avengers membership.

Hawkeye has been an active member of the Avengers for years, with his archery skills augmenting the superhuman powers of his associates. For a short time, Barton abandoned his Hawkeye identity, and taking Henry Pym's growth serum, operated under the name Goliath. He resumed his Hawkeye identity soon after. He has frequently taken extended leaves of absence from the Avengers, trying to establish a career for himself outside of the group. He was once security chief for Cross Technological Enterprises.

Hawkeye met and eloped with fellow crimefighter Mockingbird during one of his leaves of absence from the Avengers. Upon his return, he was appointed the chairman of a second team of Avengers based on the West Coast by then-chairman, the Vision. Hawkeye and Mockingbird currently live in the new Avengers Compound outside Los Angeles and remain the guiding force behind the new team.

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 80

Karma: 40

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Patricia "Patsy" Walker Hellstrom**Occupation:** Ex-model, adventurer, supernatural investigator**Legal Status:** US citizen**Identity:** Secret**Place of Birth:** Centerville, California**Marital Status:** Married**Known Relatives:** Daimon Hellstrom (husband), Joshu and Patty (parents), Robert "Buzz" Baxter (a.k.a. Mad-Dog, ex-husband)**Base of Operations:** San Francisco, California**Past Group Affiliations:** Defenders, Avengers, partner in Hellstrom & Hellstrom, Paranormal Investigations**Present Group Affiliation:**

KNOWN POWERS

Psionic Detection: Good Rank

Telekinesis (defunct): Good rank.

Iron Will (defunct): Incredible resistance to mind control

Mind Blast (defunct): Good rank

Costume: When wearing the suit, her Strength, Agility, and Endurance increase +1CS. Without it her Abilities are:F A S E R I P
EX TY TY TY GD GD EX**Claws:** retractable claws do Excellent damage.**Cable-Claw:** self-firing grappling hook with 30-foot cable.**Shadow-Cloak (lost):** A portable hole.**Talents:** She is an expert in Martial Arts and Occult Lore.**Contacts:** Patsy is a former member of both the Avengers and Defenders and could call on them for aid if need be.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Patsy wants to be a superheroine. It's her dream and her way of coping with her abused past. Although she initially begged her way into the field, she is determined to stay there as a worthwhile member of the elite club. She is happily married to Daimon Hellstrom.

HISTORY

Patricia "Patsy" Walker was the only daughter of Joshua Walker, an aeronautical engineer, and Dorothy Walker, a comic book writer. While she was still a child her mother acted as her agent, helping her at modeling and commercial work. Dorothy Walker's greatest success was the creation of a comic book named after her young daughter, featuring romantic adventures of Patsy and her real-life friends as teenagers. The Patsy Walker comic book was very popular and continued for over a decade, as Patsy grew into and out of her teens. Patsy Walker felt very strange about her mother's fictionalized exploitation of her, and was relived when the series ceased publication. Constantly exposed to comic books, Walker grew to idolize the heroes her mother's colleagues wrote about. However, she ceased daydreaming soon after high school and married her childhood friend, Robert Baxter (who had appeared in the Patsy Walker comic as her romantic interest). Baxter was in the officers training program of the Air Force, and Walker spent the next several years of her life on numerous Air Force bases.

While her husband was assigned to a security post at the heavily

government-subsidized Brand Corporation in New Jersey, Patsy Walker met the Beast and learned his secret identity. Walker had long idolized "super heroes", and she solicited the promise from him that, in exchange for keeping his secret, he would help her become a "super heroine".

When her marriage came to a bitter end, she sought out the Beast, who was a member of the Avengers, to remind him of his promise. Tagging along with the Avengers to investigate criminal activities at the Brand Corporation, Walker discovered the costume worn by Greer Nelson in her identity as the Cat. (The man who financed the creation of the Cat, Mal Donalbain, was a former employee at Brand. His property, including the prototype Cat-suits was later confiscated by the Brand Corporation.) Putting the costume on, Walker dubbed herself Hellcat and used her natural athletic abilities to help the Avengers. Walker believed that the costume had somehow enhanced her agility and speed, and by the power of suggestion more than anything else, it had.

Although she hoped to join the Avengers, Hellcat was persuaded by the Titanian priestess Moondragon to accompany her to Titan to undergo a period of training. During her stay on Titan, Hellcat's minor psi-

onic potential was artificially enhanced by various electronic organic devices (Moondragon used similar technology to give powers to Angar the Screamer and Ramrod) and was given extensive martial arts training.

Upon her return to Earth, she met the Defenders and decided to accept their offer of membership rather than that of the Avengers. Hellcat remained a core member of the loosely-organized Defenders for several years, becoming particularly close to the Valkyrie and Nighthawk. Eventually she met Daimon Hellstrom, who in his costume guise of the Son of Satan, joined the Defenders for a short time. After he was cured of his demonic aspect she found that she was in love with him. Renouncing her costumed identity, Patsy Walker decided to wed Hellstrom. The couple was married in Greentown, Ohio, where her father currently resided. The wedding, attended by several of her Defenders colleagues, was interrupted by her ex-husband "Buzz" Baxter who had assumed the costumed guise of Mad-Dog, and the Mutant Force. The Defenders repulsed the attack and Hellstrom himself subdued Mad-Dog. The Hellstroms then moved to San Francisco and established themselves as occult investigators.

GEB



STATISTICS

F	RM (30)
A	RM (30)
S	AM (50)
E	Z (500)
R	MN (75)
I	AM (50)
P	Z (500)

Health: 610
Karma: 625
Resources: Z (500)
Popularity: 50

BACKGROUND

Aliases: Seb, Keb
Occupation: God of the Earth
Identity: Believed to be mythical by the general public of Earth
Marital Status: Married to Nut

KNOWN POWERS

Immortality: Geb has CL3000 resistance to aging and disease.
Invulnerability: Geb has Remarkable resistance to both physical and energy attacks.
Earth Animation: Geb has the CL1000 ability to manipulate all forms of Earth.

ROLE PLAYING NOTES

Geb is a semi-retired God who is either father or grandfather to most of the current Heliopolitans.

HORUS



STATISTICS

F	MN (75)
A	MN (75)
S	MN (75)
E	X (150)
R	IN (40)
I	AM (50)
P	Y (200)

Health: 375
Karma: 290

BACKGROUND

Aliases: Horos, Hor
Occupation: Sun God
Identity: Believed to be mythical by the general public of Earth
Marital Status: Married to Hathor
Known Relatives: Osiris and Isis (parents)

KNOWN POWERS

Immortality: Horus has CL1000 resistance to aging and disease.
Invulnerability: Horus has Unearthly resistance to physical and energy attacks.
Paralysis: Horus can project an Incredible rank paralysis beam from his left eye.
Light Generation: Horus can emit Amazing intensities of light at will.
Heat: Horus can unleash Amazing intensity heat.
Staff: Horus requires his staff in order to focus and release his heat and light powers.

ROLE PLAYING NOTES

Horus is devoted to his father, Osiris, and is currently in training to assume leadership.

ISIS



STATISTICS

F	IN (40)
A	IN (40)
S	IN (40)
E	X (150)
R	AM (50)
I	X (150)
P	CL3000

Health: 270
Karma: 3200

BACKGROUND

Aliases: Aset, Eset

Occupation: Goddess of Fertility and Domestication

Identity: Believed to be mythical by the general public of Earth

Marital Status: married to Osiris

KNOWN POWERS

Immortality: Isis has CL1000 resistance to aging and disease.

Invulnerability: Isis has Incredible resistance to physical and energy attacks.

Regeneration: Isis can regain lost Health points at CL1000 speeds.

Elemental Control (All): Isis can exert Shift Y control over all elemental forms.

ROLE PLAYING NOTES

Isis is devoted to Osiris. She is a peaceful, warm woman who wants to assist the 'primitive' mortals.



STATISTICS

F	RM (30)
A	AM (50)
S	IN (40)
E	X (150)

R	IN (40)
I	IN (40)
P	Y (200)

Health: 270
Karma: 280

BACKGROUND

Occupation: Sky Goddess

Identity: Believed to be mythical by the general public of Earth

Marital Status: Married to Geb

KNOWN POWERS

Immortality: Nut has CL1000 resistance to aging and disease.

Invulnerability: Nut has Remarkable resistance to both physical and energy attacks.

Air Animation: Nut can exert Shift-X control over air masses.

Weather Control: Nut has the ability to control all aspects of the weather at Shift-X rank.

ROLE PLAYING NOTES

Nut is the mother or grandmother of most of the current Heliopolis pantheon. She is devoted to Geb. She feels guilt and helplessness over Seth.

OSIRIS



STATISTICS

F	UN (100)
A	UN (100)
S	IN (40)
E	Z (500)
R	IN (40)
I	RM (30)
P	Y (200)

Health: 740
Karma: 270

BACKGROUND

Aliases: Ousir

Occupation: God of the Dead

Marital Status: Married to Isis

Identity: Believed to be mythical by the general public of Earth

KNOWN POWERS

Immortality: Osiris has CL1000 resistance to aging and disease.

Invulnerability: Osiris has Unearthly protection against physical and energy attacks.

Plasma Generation: Osiris can unleash Shift-X intensity plasma from his body at will.

ROLE PLAYING NOTES

Osiris is the current leader of Heliopolis and its resident pantheon. He is both a capable and wise leader but, unfortunately, he tends to underestimate the depths of Seth's villainy.

SETH



STATISTICS

F	MN (75)
A	MN (75)
S	AM (50)
E	Z (500)
R	IN (40)
I	RM (30)
P	Y (200)

Health: 700

Karma: 270

BACKGROUND

Aliases: Set, Sutekh**Occupation:** God of Evil, Usurper of Death, and Would-be Conqueror**Marital Status:** Separated from Nephthys**Identity:** Believed to be mythical by the general public of Earth

KNOWN POWERS

Immortality: Seth has CL1000 resistance to aging and disease.**Invulnerability:** Seth has Unearthly protection from physical and energy attacks.**Hypnotic Control:** Seth can exert Amazing control over the minds and actions of others.**Plasma Generation:** Seth can release Unearthly plasma blasts from his hand.

ROLE PLAYING NOTES

Seth maintains an army of militant worshippers. He is currently trying to conquer other divine realms.

HISTORY

Heliopolis, a Greek word meaning 'City of the Sun' is now a part of the modern city of Cairo, but in the time of Ancient Egypt it was one of the four major centers of worship for the ancient Egyptian religion. (The other three cities were Hermopolis, Memphis, and Busiris.) The gods worshipped at Heliopolis became the most widely known and honored in all of Egypt, and constitute one of Earth's first great pantheons (see Gods). The gods of Heliopolis were said to have originated on Earth and actually dwelled in Heliopolis until the time that the human pharaohs took over the rule of the earthly kingdoms. At that time, the pantheon founded its own celestial city of Heliopolis in a dimension adjacent to Earth's. It is there that the gods of ancient Egypt have dwelled through historical times till the present. Very little is known about the celestial Heliopolis other than that it appears to be built on a small planetary object much like the realm of the Norse gods, Asgard, is, and its passage to earth is a golden bridge through space called the Path of the Gods, which is analogous to the Asgardians' Rainbow Bridge.

The gods of Heliopolis came into existence over several generations, even as the Olympian gods derived from the older generation of Titans. Before there were any other gods there was Nun, the essence of chaos or the primordial ocean of nothingness. Nun was said to sire Atum, the first physically manifested god among the Heliopolitans (and possible other pantheons as well). Atum later took the aspect and identity of Ra, the primordial god of the sun and first god to develop a cult of worshippers among the Egyptians. Ra was said to sire the next generation of gods, Shu and Tefnut, without a female mate. Shu took Ra's place when Ra became too weary and old

to rule, and became the god of air. His twin sister Tefnut ruled at his side as goddess of the rain. Shu and Tefnut begat the fourth generation of gods, Geb and Nut. Geb was a god of the earth, having a natural affinity for mountains and other parts of the earth's crust. Nut was a goddess of the sky, specifically the starry heavens. Geb and Nut succeeded their parents when they too became to infirm to rule, and begat the next more numerous generation of gods, eldest among which was Osiris.

Osiris's siblings included Isis, whom he took as a wife, Seth, and Nephthys. Osiris became the head of the pantheon when Geb stepped down, and is credited with the spread of civilization throughout Egypt and beyond. Osiris was the last ruler of Egypt before historical times and the human pharaohs came to rule. Osiris became the benevolent god of the dead, preparing the afterlife for his loyal worshippers. Osiris's wife Isis was believed to teach humanity the arts of medicine and the principles of domestication. She was also a powerful sorceress who was able to bring Osiris back to life after he had been murdered and dismembered by his jealous younger brother Seth. Seth, as the god of evil and destruction, sought to rule Heliopolis himself and murdered Osiris in order to do so. His wife Nephthys, daughter of Geb and sister of Isis, was also a goddess of the dead but was not evil like her husband. Nephthys had no offspring with Seth, but bore Osiris a son, Anubis. Anubis invented funeral rites and mummy wrappings, and although it was Isis's magic that rose Osiris from the dead, her magic would have been useless had Anubis not specially prepared Osiris's body.

Osiris and Isis had a son, Horus the god of the sun. Horus was also instrumental in helping raise his father from the dead after Seth's treachery. Upon resurrection, Osiris dispatched his son Horus to find Seth to make him pay for his treachery. Eventually Horus encountered Seth and their cataclysmic clash lasted centuries. Seth finally got the upper hand over his nephew and

Seth used his power to seal Horus, Isis, and Osiris within a pyramid on Earth. There they remained until the Twentieth Century when Odin, then lord of the gods of Asgard, assumed the guise of Atum-Re, an aspect of the first of the gods, in order to free them. Odin's son Thor aided the Heliopolitans in vanquishing Seth.

While Osiris, Isis, and Horus were imprisoned, the moon god Thoth,

who had served as Osiris's grand vizier, became head of the Heliopolitan pantheon. Thoth was believed to be a later son of Nun, the primordial chaos, which would make him a brother to Atum. Still, he came along much later than Atum and appears to be a contemporary of Osiris. After each generation of Heliopolitan gods retired from earthly rule, they traveled to the dimension of the celestial

Heliopolis to live out eternity. Beginning with the rule of Thoth, however, all of the gods moved to the otherdimensional realm, to traffic with the earth no more. When Osiris returned, Thoth gave up the throne to his mentor. The gods of Heliopolis have remained in their extradimensional realm since, having little traffic with Earth. Like most gods, they are believed to be mere figments of myth by most of humanity.

The Hellions are a team of adolescent mutants being trained in the use of their superhuman powers by Emma Frost, the White Queen of the Hellfire Club. The members of the Hellions are all registered as students at the Massachusetts Academy, a private school located in Snow Valley in the Berkshire Mountains of Massachusetts. Frost is headmistress of the school and it is here that she secretly trains the Hellions in using their powers. It is Frost's intention that the Hellions when fully trained will serve the interests of the Hellfire Club's Inner Circle, which seeks to amass political and economic power through both legal and illegal means.

However, each of the Hellions has their own motivations, and not all of them lean towards criminality. Although Emma Frost trains the Hellions to function as a team, she will also train superhuman mutants at the Academy apart from the team, such as Firestar.

CATSEYE

STATISTICS

Demihuman Form / Feline Form

F	GD (10)/EX(20)
A	EX (20)
S	GD (10)
E	GD (10)/EX(20)
R	PR (4)
I	EX (20)
P	EX (20)

Health: 50/70

Karma: 44

Resources: PR(4)

Popularity: 2

BACKGROUND

Real Name: Sharon Smith

Occupation: Student

Legal Status: US citizen

Identity: Secret

Place of Birth: Unknown (Boston area)

Marital Status: Single

Known Relatives: None

Past Group Affiliation: Hellions

Present Group Affiliation:

KNOWN POWERS

Lycanthrope: Catseye possesses both a demihuman and a feline form. The demihuman form possesses a furry tail and slit pupils. The feline form retains human speech and intelligence; in addition, the tail becomes prehensile.

Claws: Catseye has claws which allow her to do Good damage in combat. When using her hands for manipulation, however, they are somewhat clumsy and her Agility in such matters drops to Poor.

Infravision: Catseye's Feline form has Good thermal vision.

Prehensile Tail: Although Catseye has a tail in both of her forms, only in her feline body is the limb prehensile. When she is in such a state, it possess an Excellent Agility.

Wallcrawling: Catseye is able to move at normal rates across walls due to her claws.

Talents: Catseye has a photographic memory which gives her Excellent recall.

Contacts: Aside from the Hellions, Catseye is quite close to Wolfsbane, who is also a lycanthrope.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Catseye is a confused, volatile girl with an unstable personality. She will cling to those she feels friendly to.

HISTORY

It is believed that Catseye's physical mutation manifested itself at her birth, and was the reason her unknown parents abandoned her. She spent most of her childhood in her feline form, fending for herself, and still believes herself to be a cat who turns into a human being. Eventually she was brought to the White Queen, who has encouraged the development of the human side of her personality.

EMPATH

STATISTICS

F	TY (6)
A	GD (10)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	MN (75)

Health: 32

Karma: 95

Resources: EX (20)

Popularity: 5

BACKGROUND

Real Name: Manuel Rodrigo de la Rocha

Occupation: Student

Legal Status: Spanish citizen

Identity: Secret

Place of Birth: Castile, Spain

Marital Status: Single

Known Relatives: None

Past Group Affiliations: Hellions

Present Group Affiliation:

KNOWN POWERS

Emotion Control: Empath can exert Monstrous control over the emotions of several targets, but able to establish only a single emotion at a time. The effect of his power last for 48 hours.

In combat, Empath prefers to secretly control one of an opposing group, then use that person against the victim's own teammates.

Talents: Bilingual; speaks Spanish and English.

Contacts: Empath is a member of the Hellions and has worked with Amahl Farouk and The Gladiators in the past.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Empath is a true villain. He is arrogant, manipulative, scheming, and exhibits almost every other nasty trait which he can get away with. As such, he revels in using people as tools. Although Magma is currently enamored of him, his affections for her are faked. Empath feels limited by Jetstream, since the latter's honor has led him to stymie Empath's more scurrilous acts.

HISTORY

Empath is the son of an impoverished noble Castilian family who can trace their lineage back to the ancient Romans. Empath provided unwanted assistance to Thunderbird I in his attack on the X-Men, using his powers on Firestar in the process. Enraged, the White Queen temporarily deprived Empath of his powers. In revenge for his defeat by the X-Men, Empath arranged for the kidnapping of New Mutants Magma and Sunspot by the Gladiators.

JETSTREAM

STATISTICS

F GD (10)
A EX (20)
S GD (10)
E EX (20)
R EX (20)
I TY (6)
P TY (6)

Health: 60

Karma: 32

Resources: GD (10)

Popularity: 4

BACKGROUND

Real Name: Haroun ibn Sallah al-Rashid

Occupation: Student

Legal Status: Moroccan citizen

Identity: Secret

Place of Birth: Rif Mts., Morocco

Marital Status: Single

Known Relatives: None

Present Group Affiliation:

KNOWN POWERS

Rocket: Jetstream is a mutant who can generate thermochemical energy and release it from his skin. This release is accompanied by plasma (a super-heated state of matter). So far Jetstream can only release this energy in one direction, beneath him. The equal and opposite reaction to this thrust causes his body to be propelled into the air like a human rocket at Good speed.

If he chooses to, Jetstream can ram an opponent and do Remarkable damage.

Bionics: In addition to allowing him to contain, focus, and control the power he generates, his bionic systems give him the following abilities:

- * Cybernetic implants give him Good thermal vision.

- * Optical implants give him the Good ability to clearly see targets up to 1 mile away.

- * An internal radio transceiver has a range of 20 miles.

- * A normal-sized backpack can fold out from his ribcage.

Talents: Bilingual; speaks both English and Moroccan.

Contacts: None, other than the Hellions.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jetstream possesses a highly developed sense of honor. Because the Hellfire Club saved his life, he dedicated his life to serving them through the Hellions. Although he is loyal to his teammates, he will act against anyone he sees performing a disgraceful act. Because of this, he and Empath are natural antagonists.

HISTORY

Jetstream is a Moor and a Berber who greatly enjoyed using his power to fly. But his body was unable to withstand the tremendous energies he generated, and one day his flesh caught fire as he flew. To save him and to enable him to use his power the Hellfire Club had him turned into a cyborg. As a result, Jetstream feels himself bound by his sense of honor to serve the Hellfire Club for the rest of his life.

ROULETTE

STATISTICS

F	PR (4)
A	GD (10)
S	PR (4)
E	GD (10)
R	GD (10)
I	GD (10)
P	AM (50)

Health: 28

Karma: 70

Resources: GD (10)

Popularity: 8

BACKGROUND

Real Name: Jennifer Stavros

Occupation: Student

Legal Status: US citizen

Identity: Secret

Place of Birth: Atlantic City, NJ

Marital Status: Single

Known Relatives: None

Past Group Affiliations: Hellions

Present Group Affiliation:

KNOWN POWERS

Probability Manipulation: Roulette Unearthly power to alter near-future events, can create discs of psionic energy which alter the probability field around the victim at whom she throws the disc. Her black energy discs create "bad luck," while her white energy discs bestow "good luck."

In game terms, she can alter any die roll by up to 50 points. The player running Roulette must announce beforehand if an increase or decrease is desired and the number of points by which the roll will be altered.

Weapon: Roulette employs a small, single shot gas gun which possesses the Monstrous ability to stun a target for 1-10 hours and negates any and all of their mental powers for 24 hours.

Talents: Roulette has the usual petty criminal skills one would expect from her background as a gang member.

Contacts: She maintains ties with the street gangs in Atlantic City in addition to her membership in the Hellions.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Like Empath, Roulette is self-centered and often cruel, although she is not a real villain. She chooses to follow the path that ensures her the greatest comfort and stays with the Hellions simply because they offer her a better life than the one she had before. If a better offer comes along, she will certainly consider it.

HISTORY

Roulette was raised in Atlantic City and was the youngest of six children, four boys and two girls. Her father came to America with his parents when he was a child and now works as a dealer at an Atlantic City casino. Roulette spent a great deal of time with local street gangs before she became one of the Hellions.

TAROT

STATISTICS

F	PR (4)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	RM (30)
P	AM (50)

Health: 40

Karma: 90

Resources: TY (6)

Popularity: 8

BACKGROUND

Real Name: Marie-Anne Colbert

Occupation: Student

Legal Status: French citizen

Identity: Secret

Place of Birth: Lyons, France

Marital Status: Single

Known Relatives: None

Past Group Affiliations: Hellions

Present Group Affiliation:

KNOWN POWERS

Image Animation: Tarot is able to psionically cause figures and objects on the tarot cards she carries to materialize, grow to the same size as their real life counterparts, come to life if the figure is of a living being, and act under Tarot's mental control. The exact properties of the replica reflects its appearance and desired function. The maximum rank of any property that such a replica possesses is Incredible. Her replicas remain in existence for as long as she concentrates on them.

Equipment: She carries a standard Tarot deck in a hip pouch.

Talents: Minor occult lore concerning the use and interpretation of Tarot images.

Contacts:

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tarot is primarily out to learn how to use her powers. Her powers are somewhat limited by the fact she must randomly choose a card from the deck in order for her power to function. Because she believes the cards can prophesize, she worries about gaining unwanted knowledge. For example, when she drew the Lovers card while battling the New Mutants, Tarot interpreted this to mean she was to eventually fall in love with one of them.

THUNDERBIRD

STATISTICS

F	EX (20)
A	GD (10)
S	IN (40)
E	RM (30)
R	GD (10)
I	RM (30)
P	RM (30)

Health: 100

Karma: 70

Resources: PR (4)

Popularity: 13

BACKGROUND

Real Name: James Proudstar

Occupation: Student

Legal Status: US citizen

Identity: Secret

Place of Birth: Camp Verde Apache Res., AZ

Marital Status: Single

Known Relatives: John Proudstar (Thunderbird I, deceased brother)

Past Group Affiliation: Hellions

Present Group Affiliation:

KNOWN POWERS

Body Armor: Thunderbird has Good resistance to both physical and energy attacks.

Tracking: Thunderbird can follow the trails left by others with Remarkable ability.

Talents: He is versed in Apache and other Amerindian lore and is skilled in wilderness survival.

Contacts: The Apache Nation and possibly those X-Men who knew his brother.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

James is no villain at all. His original purpose in joining the Hellions was to eventually avenge his brother's death. He is incredibly (almost insufferably) proud and honor-bound. He will do anything to aid his teammates as long as no overt villainous acts are involved.

HISTORY

James Proudstar and his older brother John were Apache Indians who both possessed the same superhuman mutant powers. John joined the X-Men taking the code name Thunderbird, but was killed in action during his second recorded mission. James blamed the X-Men and their founder Charles Xavier for John's death and vowed to get revenge. He was trained as a Hellion, and adopted the name Thunderbird for himself.

Eventually Thunderbird II tried to defeat the X-Men and kill Xavier. However, James finally realized that he was wrong to seek revenge, and that Xavier and the X-Men were not responsible for John's death. Xavier later invited him to join the New Mutants, but he declined and returned to the Hellions.

STATISTICS

F	UN (100)
A	EX (20)
S	UN (100)
E	UN (100)
R	GD (10)
I	GD (10)
P	RM (30)

Health: 320

Karma: 50

Resources: TY (6)

Popularity: 70

BACKGROUND

Occupation: Adventurer**Legal Status:** Olympic citizen; honorary US citizen**Identity:** Public**Place of Birth:** Thebes, Greece**Marital Status:** Widower; Separated from current wife**Known Relatives:** Zeus (father), Alcmena (mother, deceased); Neptune and Pluto (uncles); Ares, Apollo, Hermes, Hephaestus, Venus, Athena, Artemis (half-siblings); Delanaira (first wife, deceased), Hebes (second wife, separated)**Base of Operations:** Olympus and Avengers Mansion (NYC)**Past Group Affiliations:** Avengers, Champions, and Olympians.**Present Group Affiliation:**

KNOWN POWERS

Inulnerability: Hercules' Olympian physique provides him with Excellent resistance to physical and energy attacks and CL1000 resistance to any form of disease.**Immortality:** Hercules never ages and can only be killed on the Olympian plane.**The Golden Mace:** Hercules has a Golden Mace which is crafted from a CL 1000 Material strength. In combat, Hercules can employ it to do Shift X damage.**Talents:** Hercules has acquired a great deal of knowledge on Olympian and Classical Grecian Lore and is able to operate most Avengers equipment.**Contacts:** Hercules is currently on good terms with the majority of his fellow Olympian Gods as well as the Champions and Avengers.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Hercules is a thrill seeker. He is currently "slumming it" on Earth because it is a relatively interesting place to be. He gives in to filling his appetites for fun and (especially) women. He is an unrepentant Casanova who has trouble understanding why women occasionally resist him.

HISTORY

Hercules is the son of Zeus, king of the Olympian gods, and a mortal woman who lived in ancient Greece some three thousand years ago. Recognizing the need for a son who would be powerful enough to defend both the Olympian gods and humanity from future dangers he foresaw, Zeus seduced Alcmena in the guise of her husband, King Amphitryon of Troezen. Thanks to Zeus's enchantment, Hercules was born with the potential for extraordinary strength, which he first displayed before he was even one year old by strangling two serpents which attacked him. As an adult, Hercules is best known for his celebrated Twelve Labors, which were performed in part to prove his worthiness for immortality to Zeus. (One of these Labors, the cleansing of the Augean Stables, was actually

performed by the Eternal called the Forgotten One, who was sometimes mistaken for Hercules.)

In the course of these Labors, Hercules provoked the wrath of three immortals who remain his enemies to this day. By slaughtering the man-eating Stymphallian Birds, he enraged the war god Ares, to whom they were sacred. In temporarily capturing Cerberus, the three-headed hound that serves as guardian to the Olympian underworld (not to be confused with the shape-shifting giant of the same name), Hercules offended Pluto, the lord of that realm. By killing the Nemean Lion, the Hydra and other creatures spawned by the inconceivably grotesque and powerful monster Typhoeus, Hercules gained the bitter enmity of Typhon, the immortal humanoid offspring of Typhoeus and a Titaness.

However, it was the centaur Nessus who caused Hercules' mortal

demise. Nessus kidnapped Hercules' wife Deianeira, whereupon Hercules shot him with an arrow. Feigning a wish to make amends, the dying centaur told Deianeira how to make a love charm from his allegedly enchanted blood, aware that it was now tainted with the lethal poison of the Hydra, in which Hercules had dipped his arrows. Some time after Nessus' death, Deianeira, distraught over her husband's latest infidelity, rubbed the supposed love charm into Hercules' shirt. Zeus then intervened, consuming the pyre with his thunderbolts and bringing Hercules to Olympus to be made a true immortal.

In an alternate future of the 23rd century, Hercules is the sole survivor of the Olympians, after Zeus had decided that the time had come for them to leave this plane of existence. Hercules then left Olympus to become the father to a new race of gods.

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	CL3000
R	CL1000
I	CL1000
P	CL3000

Health: 3080

Karma: 5000

Resources: CL1000

Popularity: 0 (100 to his creations)

BACKGROUND

Real Name: Herbert Edgar Wyndham

Occupation: Geneticist

Legal Status: Former US citizen

Identity: Secret

Place of Birth: Manchester, England

Marital Status: Single

Known Relatives: None

Base of Operations: Originally Wundagore Mt., Transia, later the planet Wundagore II, the planet Counter-Earth, and most recently a mobile space lab, now unknown

Past Group Affiliations: Founder of Knights of Wundagore

Present Group Affiliation:

KNOWN POWERS

Cyborg Exoskeleton: Most of the High Evolutionary's powers are derived from his protective suit which also provides its wearer with Unearthly protection against physical attacks and Shift Z protection from energy, psionic, or magical attacks. The other powers which the suit bestows upon him include:

- * CL1000 range Clairaudience
- * CL1000 range Clairvoyance
- * CL1000 rank Communication with Animals
- * CL1000 rank Communication with Cybernetics
- * CL1000 rank Cosmic Awareness
- * CL1000 rank Danger Sense which also alerts the High Evolutionary of threats to any of his creations
- * The High Evolutionary can separate his spirit from his physical form and can survive in this state for an indefinite period of time.
- * CL1000 Levitation
- * CL1000 Linguistics
- * CL1000 Mental Invisibility which he can extend this coverage to an entire world.



- * CL1000 Mental Probe
- * CL1000 Matter Creation. This power can be used for several different powers, all at CL1000 rank.
 - * Artifact Creation which allows the fabrication of complex shapes.
 - * Elemental Creation which can produce any type of element or compound.
 - * Lifeform Creation which permits him to bring any type of living being into permanent existence.
 - * Mechanical Creation that allows the fabrication of any type of machine desired.

- * Missile Creation which does Unearthly damage and has an Unearthly range.
- * Spray which is of Unearthly intensity and can do Unearthly damage.
- * The suit is designed to protect its wearer at all costs and, as such, automatically expends up to 150 Karma points to prevent disasters from affecting the High Evolutionary.
- * The exoskeleton can, in time, even create a whole new body for Wyndham.

* The suit provides complete life support for Wyndham, automatic recycling his air and providing him with water and food.

* CL1000 range Speechthrowing

* CL1000 range Telepathy

* CL1000 rank Total Memory

Talents: +3CS Reason in the fields of Genetics and Engineering.

Contacts: The High Evolutionary maintains some degree of contact with his creations (the New Men, Knights of Wundagore, inhabitants of Counter-Earth), and could easily get in touch with the Avengers or the Fantastic Four. Prior to his death, he had dealings with Adam Warlock.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Wyndham is a firm believer in the obligations of noble, highly-powered beings to protect and assist lesser beings. He is dedicated to the creation of new intelligent lifeforms. He sees himself as Galactus' natural enemy, particularly because of Galactus' attempts to feed on Earth and Counter-Earth. However, he feels pity rather than enmity because he sees Galactus as yet another lesser being to be assisted on the evolutionary path.

HISTORY

Herbert Edgar Wyndham was formerly a student attending Oxford University in the 1930's who built a machine capable of accelerating the genetic evolution of living organisms. His first test subject was his pet dog which he managed to evolve into a creature who stood upright and had the intelligence of a chimpanzee. (The dog was accidentally killed by a hunter.) His experiments having provoked anger and

hostility among his peers, Wyndham left the university to build a research center where he could carry on his experiments without detractors. Joined by his friend Jonathan Drew, who specialized in the study of arthropods, Wyndham found the site for his facility on Wundagore Mountain in Transia, a country near Yugoslavia where Drew's wife was born. The two men purchased a tract of land on the mountain and discovered a rich uranium deposit on their property which they converted into working capital. In a matter of years, they built a citadel of advanced scientific research. Wyndham's work centered on the improvement of his genetic accelerator while Drew studied spiders' natural immunological resistance to radiation. Subjecting himself to his own machine, Wyndham began to accelerate his own intellectual capacity, enabling him to make increasingly greater discoveries.

Wyndham's partnership with Drew began to fray when Drew's younger daughter Jessica was stricken with radiation poisoning due to prolonged exposure to uranium. Though both scientists pooled their skills to try to save her, the treatment required years of constant radiation-therapy during which time the young girl had to be placed in cryogenic suspension. When Drew's wife Merriem disappeared during her weekly trip to the village for supplies (Wyndham learned that she had been killed by a wolf-like beast but withheld that information from his friend), Drew became so despondent that he departed Wundagore, leaving his daughter in Wyndham's custody.

Beginning to believe in the supernatural legends of the natives, Wyndham devised a suit of protective armor. He then began to procure and genetically accelerate both domestic and wild animals into "New Men", animals with humanoid posture and intelligence. Among the first of his New Men were Bova, a cow-woman, Porga, a pig-man, and Tagar, a tiger-man. With the assistance of the ghost of the Sixth Century magician Magnus, Wyndham trained the menagerie of New Men in the arts of chivalry and combat of the Sixth Century. Thus he founded the Order of the Knights of Wundagore to protect his realm from certain native sorcerous foes. Wyndham himself had assumed

the title of Lord High Evolutionary. Decades later, the High Evolutionary converted his citadel into a spaceship and set forth with his knights for the stars, feeling that Earth was too confining for them. He left behind only three his subjects, Jessica Drew (who had gained spider-like powers from her treatment), the girl's nanny, Bova, and the evil cat-man, Tabur.

Eventually the High Evolutionary deposited the Knights on their own planet (called Wundagore II) and released them from his service. He then built himself a small moonlike satellite and embarked upon the most ambitious project of his life, the construction of a detailed replica of Earth. Creating the world out of debris from the asteroid belt, the Evolutionary positioned it in the Earth's orbit, on the opposite side of the sun from the Earth.

The High Evolutionary called the world Counter-Earth and for years watched over it as its "god." Then, when he reposed in his ultimately-evolved state, Counter-Earth was towed out of its orbit by the Planet-Movers of Pegasus, an extraterrestrial company of contractors. Curious as to the nature of the beings who hired them, the Evolutionary accompanied the Pegasusians to the world of the Beyonders. (These beings are not to be confused with the Beyonder of the "secret wars.") He saw the crowning achievement of his life placed on display in a museum of curiosities and became numbed by the superiority of the Beyonders. Going mad, he attempted suicide, but the sophisticated circuitry of his armor had been designed to protect him from all bodily harm. He then returned to Earth, hoping to find something strong enough to destroy his armor and end his misery.

The High Evolutionary found such a being in the Hulk, whom he cajoled into wrecking his armor. The Hulk succeeded in demolishing most but not all of the Evolutionary's armor, just enough so that the Evolutionary could devolve into a mass of one-celled organisms. But as long as the Evolutionary's armor contains the complete genetic information for its manufacture, the High Evolutionary's condition is reversible. It is only a matter of time before its microcircuits reorganize themselves and restore the High Evolutionary to his previous state.

STATISTICS

F EX (20)
A RM (30)
S IN (40)
E IN (40)
R EX (20)
I GD (10)
P EX (20)

Health: 130

Karma: 50

Resources: EX (20)

Popularity: -20

BACKGROUND

Real Name: Edward "Ned" Leeds

Occupation: Reporter, Criminal

Legal Status: US Citizen

Identity: Secret

Place of Birth: Unknown

Marital Status: Married

Known Relatives: Betty Brant Leeds (wife)

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Armor: Hobgoblin wears a suit of armor which provides him with Excellent protection against physical attacks and Remarkable protection against energy attacks.

Glove Blasters: Both of the Hobgoblin's gloves contain devices which can discharge pulses of high frequency electricity. The range of these weapons is 2 areas and they do Remarkable damage.

Random Fire Mechanism: In order to overcome the advantage which Spider-Man's Spider Sense gives him in dodging attacks, the Hobgoblin has installed a device in his armor which causes his arm to jerk about randomly while he is firing his glove blasters. In combat, this induces a -1CS on attacks, but makes it almost impossible for foes to predict exactly where the next shot will be aimed, forcing them to take a -1CS to any attempts they make to dodge.

Pumpkin Bombs: These explosives do Excellent damage to everything within 20 feet.

Smoke Grenades: These devices release a cloud of Typical obscuring smoke.

Knock-out Gas Grenades: Releases a gas of Incredible intensity which

causes unconsciousness.

Incendiary: Detonation unleashes a volatile substance which produces flames of Incredible intensity.

Spider-Sense Negator: This Unearthly intensity chemical negates Spider-Man's Spider-Sense for at least 24 (and possibly as long as 36) hours. At the referee's option, it may or may not affect other characters with similar abilities.

Throwing Bats: These bat-shaped throwing blades inflict Good edged weapon damage.

Goblin Glider: The Hobgoblin

employs a turbo-fan powered flying sled which has the following characteristics:

Control Speed Body Protection
IN (40) TY (6) GD (10) none

Battle Van: In addition to his Goblin Glider, he makes use of an armored van which has the following characteristics:

Control Speed Body Protection
IN (40) RM (30) IN (40) IN (40)

Talents: The Hobgoblin has the Journalism, Criminal, Repair, and Tinkering skills.



Contacts: As Leeds, he has free access to the staff of The Daily Bugle.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The ready availability of the Green Goblin's equipment completely corrupted the originally honest Leeds. He decided to seize control of all organized crime within New York. As the Hobgoblin, he developed a network of criminal henchmen to undertake his schemes and blackmailed victims to fund them. Hobgoblin preferred to remain in the background for as long as possible.

STATISTICS

F GD (10)
A RM (30)
S GD (10)
E GD (10)
R EX (20)
I GD (10)
P TY (6)

Health: 60

Karma: 36

Resources: EX (20)

Popularity: -20 (-4 Jack O'Lantern)

BACKGROUND

Real Name: Jason Philip Macendale, Jr.

Occupation: Terrorist, assassin, supervillain

Legal Status: Former US citizen (revoked)

Identity: Secret

Place of Birth: Boston, Massachusetts

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Note: In addition to Hobgoblin II's equipment, he also employed the following weapons and devices during his career as Jack O'Lantern.

Nausea Grenade: This made use of a chemical of Remarkable intensity which caused those exposed to it become sick.

Pumpkin Helmet: Crafted from a Remarkable material, this device also incorporated infrared sensors to give him Good infravision and a three hour air supply. Further, low intensity flames surrounded the helmet which would inflict Poor damage to anyone they came into contact with.

Pogo Platform: For transportation, he often made use of a Pogo Platform which had the following characteristics: Control Speed Body Protection. RM (30) PR (4) EX (20) None

Talents: He had Remarkable Reason in the field of Electrical Engineering and was an experienced pilot and soldier.

Contacts: None



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Macendale is a totally evil villain. He is a ruthless seeker of power and wealth at others's expense. He is a cold-blooded killer who will not hesitate to murder. He is also a self-preservationist who will only tackle foes he has an advantage over. He recently assumed the Hobgoblin's identity in order to escape Jack O'Lantern's foes and take advantage of the newly acquired equipment.

HISTORY

While he was fleeing from Spider-Man, bank robber George Hill stumbled across a hidden lair which had once belonged to Norman Osborn (the original Green Goblin). This hideout contained one of the Goblin's costumes, much of his weaponry and equipment, and many of his notes and private journals. Realizing the value of what he had found, Hill led another man, whose identity as yet remains unknown, to the hideout in return for a promise of future remuneration. The unknown man and Hill removed everything of importance from the hideout and then destroyed it by arson. The unknown man then murdered Hill and set about looting Osborn's other lairs, whose locations he found in the journals.

The unknown man decided to use Osborn's equipment and knowledge

to become a costumed criminal known as the Hobgoblin. As the Hobgoblin, he wears an altered, differently colored version of the original Green Goblin costume.

Realizing that Osborn's old lairs were systematically being looted, Spider-Man began tracking down the thief, and found the Hobgoblin raiding another of the hideouts. It was here that the Hobgoblin and Spider-Man first clashed, and the injured Hobgoblin, narrowly made his escape.

The Hobgoblin next hired criminals to steal chemicals stored in an Osborn Manufacturing warehouse, which, he had learned from Osborn's journal, would give him superhuman strength such as Osborn himself was alleged to have possessed. The Hobgoblin was able to use the chemicals to give himself even greater strength than the original Goblin.

The Hobgoblin attempted to blackmail various millionaire business-

men. In a subsequent clash between the Hobgoblin and Spider-Man in one of the former's lairs, Osborn's journals were destroyed. The Hobgoblin had not made any copies, and apparently, if Osborn had written down Spider-Man's true identity (which he knew) in the journals, the Hobgoblin had never read the section of the journals revealing it. Later, the Hobgoblin formed an alliance with the criminal leader known as the Rose in order to increase the latter's organization's power enough to rival the might of the Kingpin of Crime and also in to destroy Spider-Man (see Kingpin, Rose). To the former end, the Hobgoblin helped the Rose take control of many of New York City's major illegal gambling operations. The Rose, however, intends to have the Hobgoblin killed once he is no longer needed.

At present the Hobgoblin is still at large, and his true identity remains a complete mystery to the authorities.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	RM (30)

Health: 36

Karma: 50

Resources: FE (4)

Popularity: Varies

BACKGROUND

Real Name: Howard

Occupation: Cab driver, Presidential Candidate, Adventurer

Legal Status: Citizen of Duckworld

Identity: Most people believe Howard is a midget in a duck suit, not a real talking duck.

Place of Birth: New Stork City, Duckworld

Marital Status: Single

Known Relatives: Ronald and Henrietta (parents), Theresa and Orville (siblings)

Base of Operations: Cleveland, Ohio

Past Group Affiliations: Unwilling ally of Man-Thing and the Defenders

Present Group Affiliation:

KNOWN POWERS

Magic: Howard possesses as yet undefined mystical powers of apparently Amazing rank.

Iron Duck Armor: Howard possesses a special suit of powered armor which bestows the following powers on its wearer:

- * Springs enable him to leap as high as one story vertically or 2 areas horizontally.

- * Excellent protection from physical attacks.

- * A flamethrower which does Excellent damage and has a range of 2 areas.

- * A lamp which provides light of Typical Intensity and has a range of 1 area.

Talents: Howard possesses an Excellent mastery of Quack Fu, an obscure Martial Art usable only by waterfowl. With it, Howard can Slam or Stun larger opponents (i.e., humans).

Contacts: Howard has had dealings



with a great many people since his arrival on Earth, including Beverly Switzer (his lover), Lee Switzer, Fabian Stankowicz (inventor), Wanda (medium), Man-Thing, Dakimh the Enchanter, Jennifer Kale (sorceress), the Defenders, and Spider-Man.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Howard is an unwilling participant in most of his adventures. He tends to get involved initially as either a victim or innocent bystander. He originally intended to flee Earth at the first opportunity; however his love for Beverly and his estrangement from Duckworld have led him to accept permanent residency in Cleveland. It should be noted, however, that Howard is considered a semi-divine figure on Duckworld.

HISTORY

Howard the Duck was born on Duckworld, a planet in another dimension, where intelligent life evolved from waterfowl. Duckworld is apparently an alternate Earth and resembles mankind's Earth in an astounding number of ways, including the fact that ducks speak English. Very little is known about Howard's past on Duckworld. Indeed, there are conflicting accounts as to the circumstances

surrounding his disappearance there.

Howard vanished from his home world when the power-hungry demon Thog the Nether-Spawn used his magic to cause the interdimensional Cosmic Axis to shift. Howard was dislodged from his home dimension and dropped into the middle of the Florida Everglades on our Earth at the site of this world's Nexus of All Realities, a place from which travel to all other dimensions is said to be possible (see Man-Thing's Swamp). In an effort to set the Cosmic Axis right and return home, the reluctant Howard joined with Korrek the barbarian, who also came from another dimension, the young Earthborn sorceress Jennifer Kale, Dakimh the Enchanter and the Man-Thing. The battle against Thog ended for Howard when he fell off the otherdimensional Stepping Stones of Oblivion and landed back on our Earth in the city of Cleveland, Ohio.

In Cleveland, Howard first met the young life model Beverly Switzer when they were both menaced by the costumed criminal accountant

Pro-Rata. Howard and Beverly escaped and began living together. Their relationship lasted a long time, but is now apparently over.

Although Howard has attempted to live as normal a life as possible, considering that he is a talking duck on a world of human beings, he has continually run afoul (so to speak) of various unusual menaces, most notably his archnemesis Doctor Bong. However, through cleverness, persistence, and good luck, Howard has always managed to defeat or escape his adversaries.

Howard came to public notoriety when he became a candidate for the United States presidency on a very minor party ticket. However, the general populace refused to believe that Howard is a real talking duck, thinking of him instead as a dwarf in a duck suit, and the public dismissed his candidacy as a joke.

Howard has chosen to make the world of humans his home. Dakimh the Enchanter has predicted that Howard has a major role to play in the destiny of the multiverse and that role may still involve more adventures in Howard's future.

STATISTICS

F	RM (30)
A	GD (10)
S	UN (100)
E	MN (75)
R	FE (2)
I	TY (6)
P	RM (30)

Health: 215

Karma: 28

Resources: FE (2)

Popularity: -10

BACKGROUND

Past Group Affiliations: Avengers, Defenders

Other Information: See entry for Dr. Bruce Banner

KNOWN POWERS

Alter Ego: The Hulk is Banner's other form. Conditions which have triggered the transition vary, but past stimuli have included dawn, extreme anger, exhaustion, and being brought to 0 Health. It is important to note that the Hulk's Health score is independent of Banner's. The only exception to this would be the death of one or the other forms which would, of course, carry over to the other.

Invulnerability: Transformation into The Hulk provides Banner with Monstrous protection from physical attacks, Amazing protection against energy attacks, and Class 1000 resistance to cold, heat, fire, or disease.

Astral Detection: Although the nature of this ability has yet to be determined, the Hulk has the Unearthly ability to see astral forms.

Hyper-Leaping: The Hulk's powerful leg muscles provide him with CL5000 leaping ability which enables him to cross 50 areas per round.

Adrenalin Surge: In times of great stress, the Hulk's Fighting and Strength scores increase +1CS and his attack damage increases to Shift-Z.

Telelocation: He has the CL3000 ability to "home in" on the region of Desert in New Mexico where he was first "born".

Talents: None

Contacts: Although the Hulk will never ask, he can receive the assist-



ance of the Thing and the Avengers if he is in severe trouble. Rick Jones is the only human whose presence the Hulk tolerates.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Hulk has gone through several different combinations of intelligence and temperament. Most versions of the Hulk have been savage, destructive brawlers with no tolerance for humanity and only vague memories of the Banner-self. One version possessed Banner's mind but the Hulk's temperament. Another version only possessed Banner's mind. The most dangerous version was the one that was physically separate from Banner's body.

DR. BRUCE BANNER

STATISTICS

F	PR (4)
A	TY (6)
S	TY (6)
E	TY (6)
R	RM (30)
I	GD (10)
P	TY (6)

Health: 22

Karma: 46

Resources: RM (30)

Popularity: 10

BACKGROUND

Real Name: Robert Bruce Banner

Occupation: Physicist

Legal Status: US citizen

Identity: Publicly known

Place of Birth: Dayton, Ohio

Marital Status: Married

Known Relatives: Betty Ross Talbot

(wife), Brian and Rebecca (parents),

Jennifer Walters (She-Hulk, cousin)

Base of Operations: Desert Base,

NM; Hulkbust Base, NM; mobile

Past Group Affiliations: Hulkbust-

ers

Present Group Affiliation:

KNOWN POWERS

Alter Ego: The Hulk is Banner's other form. Conditions which have triggered the transition vary, but past stimuli have included dawn, extreme anger, exhaustion, and being brought to 0 Health. It is important to note that the Hulk's Health score is independent of Banner's. The only exception to this would be the death of one or the other forms which would, of course, carry over to the other.

Contacts: Hulkbusters (defunct), Professor X and the original X-Men, the Avengers, and the Fantastic Four.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Banner is a guilt-ridden, almost neurotic individual. He worries a great deal about the damage he can do as the Hulk. On the other hand, he rarely worries about the destructive potential of the weapons he designs. He is devoted to Betsy but is often unable to return her affections because of his worries about the Hulk. Currently he spends most of his time wandering the desert looking for safe places to release the Hulk.

HISTORY

As an adult and a genius in nuclear physics, Banner went to work for the United States Defense Department nuclear research facility at Desert Base, New Mexico. There, Banner met General Thaddeus E. "Thunderbolt" Ross, the Air Force officer in command of the base, and his daughter Betty. Banner and Betty Ross eventually fell in love with each other. Banner designed and oversaw construction of the "gamma bomb" or "G-bomb," a nuclear weapon that had a high gamma radiation output.

Banner was present in the instrumentation bunker at the test site for the first underground trial detonation of the gamma bomb. Observing that a civilian had breached security and entered the restricted test area, Banner told his colleague Igor Starsky to delay the countdown while he tried to get the civilian to safety. Starsky, secretly a Soviet agent, did nothing. He was confident that Banner would die in the explosion, bringing the project to a halt. Reaching the civilian, a teenager named Rick Jones, Banner threw him into a protective trench. Before Banner could get himself to safety, the gamma-bomb detonated and intense waves of radiation reached the surface. Banner was irradiated with highly charged, radioactive particles.

At first Banner changed into the Hulk at sunset and reverted to human form at dawn. However, Banner's body eventually changed so that his transformations into the Hulk were triggered by the release of

adrenaline when he became intensely excited, no matter what time of day or night it was. Usually, the Hulk possessed little of Banner's memory or intelligence and was easily enraged. Hence, the Hulk was a menace continually hunted by military forces commanded by the implacable General Ross. For a short time Banner managed, through radiation treatments, to maintain enough of his own personality when he became the Hulk to control himself in that form, and he even became a founding member of the Avengers in this form. But once again the Hulk lost Banner's intelligence and became a brutish menace. For a surprisingly long time Banner managed to conceal the fact that he was the Hulk, but his secret inevitably became public knowledge. For years Banner wandered the world as a hunted fugitive, cursed by his recurring transformations into the bestial Hulk.

Finally, scientist Leonard "Doc" Samson captured the Hulk and succeeded, through an unknown means, in separating Banner's psyche and atomic structure from the larger atomic structure of the Hulk. Hence Banner and the Hulk were now two separate beings. The Hulk escaped, and no longer having Banner's buried personality to restrain him in the least, became a greater menace than ever before. Banner became leader of a new government task force to capture the Hulk, called the new Hulkbusters. Banner also finally married Betty Ross, believing himself free of the curse of turning into the Hulk.

Not long ago, however, Doc Samson discovered that Banner's and the Hulk's lifeforces were tied together and that their continued separation threatened to kill both of them. A hurried experiment reunited the two in a new arrangement. The Hulk is now grey-skinned and automatically appears only during the night.

GENERAL "THUNDERBOLT" ROSS

STATISTICS

F	GD (10)
A	TY (6)
S	TY (6)
E	TY (6)
R	EX (20)
I	TY (10)
P	FE (2)

Health: 28

Karma: 32

Resources: EX (20)

Popularity: 15

BACKGROUND

Real Name: General Thaddeus E. Ross

Occupation: Lt. General, USAF

Legal Status: US citizen

Identity: Public

Place of Birth: Unknown

Marital Status: Widower

Known Relatives: Karen (wife, deceased), Betsy Ross Banner (daughter)

Base of Operations: Hulkbustor Base, New Mexico

Past Group Affiliations: USAF

Present Group Affiliation:

KNOWN POWERS

None

Talents: Ross possesses Monstrous Military skills.

Contacts: USAF, Dr. Bruce Banner

ROLE PLAYING NOTES:

Ross is a good soldier but not a flexible thinker. He is able to devise new forms of brute-force solutions but is unable to grasp human psychology.

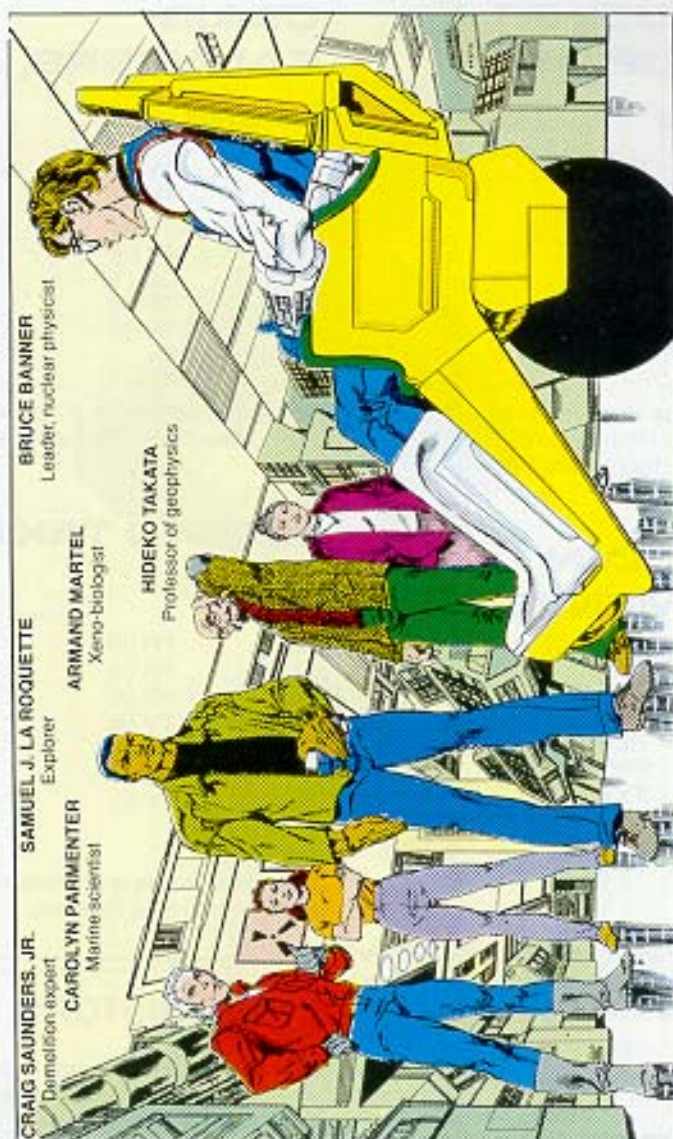
TYPICAL HULKBUSTER SOLDIER

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 50

Karma: 18



EQUIPMENT:

Hulk Restraint Harness: Made of an Unearthly Material, this harness was designed to hold the Hulk upright and automatically emits a Monstrous Stunning shock when he tries to break out. One defect of this device is that it is incapable of altering its size and thus is unable to hold the Hulk when he reverts to his Banner body.

Blaster Rifle: This weapon does Excellent damage.

Blaster Cannon: This tank-mounted device does Incredible concussive damage.

Knockout Gas: This chemical attack is of Remarkable intensity.

ARMAND MARTEL

STATISTICS

F	PR (4)
A	PR (4)
S	TY (6)
E	PR (4)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 18

Karma: 36

Remarks: Martel is a xeno-biologist specializing in mutant genetics.

SAMUEL J. LA ROQUETTE

STATISTICS

F	EX (20)
A	GD (10)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 50

Karma: 18

Remarks: La Roquette is an explorer by trade. He is bitter towards the Hulk and blames him for his wife's injuries.

CAROLYN PARMENTER

STATISTICS

F	TY (6)
A	GD (10)
S	PR (4)
E	TY (6)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 26

Karma: 22

Remarks: Parmenter is a marine scientist trained in the fields of biology, oceanics, scuba diving, and exploration.

CLAY QUARTERMAIN

STATISTICS

F	EX (20)
A	GD (10)
S	TY (6)
E	GD (10)
R	GD (10)
I	TY (6)
P	GD (10)

Health: 46

Karma: 26

Remarks: Quartermain is an ex-SHIELD agent who still retains his loyalty to Nick Fury. He is helping Banner and the Hulk to pay off a debt he feels he owes them. He is also convinced SHIELD has become corrupted, and that the Hulk and Banner offer a chance to clean up SHIELD from the outside.

CRAIG SAUNDERS, JR.

STATISTICS

F	TY (6)
A	TY (6)
S	TY (6)
E	TY (6)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 24

Karma: 22

Talents: Saunders is a demolitions and explosives expert (Remarkable Reason).

HIDEKO TAKATA

STATISTICS

F	PR (4)
A	PR (4)
S	PR (4)
E	TY (6)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 18

Karma: 26

Remarks: Takata is an expert in geophysics (Remarkable Reason).

HISTORY

The original Hulkbusters were a large military force consisting of both United States Army and Air Force personnel, whose primary mission was the capture or destruction of the menace known as the Hulk. The Hulkbusters were headquartered at Hulkbuster Base, New Mexico (also known as the Gamma Base) and were commanded by General Thaddeus E. "Thunderbolt" Ross, the military officer with the greatest experience in battling the Hulk.

The government built a special site for operations to capture or, if need be, kill the Hulk. The site was near Desert Base, the area where the Hulk was created and to which he frequently returned. The troops were known as the United States Air Force Mobile Combat Force One, or "Hulkbusters" for short. Their mission was codenamed "Operation Greenskin" after the Hulk's color. The operation's official mandate called for the capture of the Hulk and the search for a means to restore Banner permanently to human form. Ross contended that, by studying

the Hulk's physiology, scientists could learn a great deal about the effects of radiation on the human body. This could result in medical breakthroughs to benefit normal humans as well as lead to greater understanding of the increasing mutant population.

When Hulkbuster Base was destroyed by the Devastator it was reconstructed as Gamma Base and Ross restored to command. Gamma Base had an altered mandate; it was designed more for study than military operations. The primary goal was research into the effects of gamma radiation on humans; the Hulk's capture was a secondary concern. Ross suffered a nervous breakdown as he grew aggravated over disagreements about the altered mandate and increasing frustration over his many failures. Col. Ross Talbot was promoted to head Gamma Base. Talbot, now married to Betsy Ross, was determined to kill the Hulk (and Banner). However, the Congress finally pulled Gamma Base's funding and the base was closed. In a final act of treason, Talbot stole the "War Wagon", a flying heavy assault vehicle. In a savage battle with the Hulk, Talbot was killed.

After Bruce Banner, the man who was the Hulk, achieved a state in which his normal intelligence and personality remained dominant when he was in the Hulk's form, the Hulk received a presidential pardon, and the Hulkbusters ceased to exist. The Hulkbusters were assigned to new projects. Hulkbuster Base itself was demolished by the criminal U-Foes.

Later, however, the Hulk reverted to his bestial personality and was captured by Dr. Leonard Samson. Samson persuaded the federal government to rebuild and refinance Gamma Base, where through unknown means, he managed to separate Banner and the Hulk into two discrete beings. The Hulk subsequently escaped.

The federal government then made Banner himself the leader of the new Hulkbusters. This group is not primarily a large military force, but instead is, at its core, a small team of highly skilled individuals selected and led by Banner. The new Gamma Base in New Mexico is their current headquarters.

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	GD (10)
I	GD (10)
P	TY (6)

Health: 60

Karma: 26

Resources: RM (30)

Popularity: 50

BACKGROUND

Real Name: Jonathan ("Johnny") Storm

Occupation: Adventurer, Race car driver

Legal Status: US citizen

Identity: Public

Place of Birth: Glenville, Long Island, NY

Marital Status: Married

Known Relatives: Alicia Reis Masters Storm (wife), Franklin and Mary (parents), Sue Storm Richards (sister)

Base Operations: Baxter Building (destroyed), Four Freedoms Plaza, NYC

Past Group Affiliations: Fantastic Four

Present Group Affiliation:

KNOWN POWERS

Fire Generation: The Human Torch can generate Unearthly intensity flames and has established the following power stunts.

- * Unearthly damage fireballs with a range of 3 areas.
- * Skywriting to create flaming images which last 4 turns.
- * Johnny can unleash his "Nova Flame". This is a single burst of Shift-Z intensity which does 500 points of damage to everything within 1 area and 150 points of damage to everything from 2 to 5 areas away. Following this great effort, all of his powers drop to Feeble for 1-10 turns and he must make a Red Endurance FEAT to avoid fainting.

Energy Sheath (Fire): Johnny can shroud himself in Unearthly intensity flame which gives him Unearthly protection from physical and energy attack. However, it offers no protection against wind, cold, or water-based attacks.

Flame Control: Unearthly control over the shape and intensity of both natural and power created flames. The Intensity can be increased or decreased by his rank. He can use this power to manifest the following stunts.

- * The creation of up to 10 identical duplicates of himself.
- * The forming of cages, barriers, and other restraints of Amazing intensity flame.
- * He can absorb surrounding heat to ignite himself, causing the local temperature temporarily drops 30 degrees Fahrenheit.
- * He can absorb up heat and flames of up to Shift-X Intensity and retain it for up to 10 turns before he must release it as a Nova Flame.

True Flight: The Human Torch can attain Excellent speeds (150 mph) when flaming.

Specific Resistance (Heat and Flame): Johnny can ignore flames and heat of up to CL1000 intensity.

Weaknesses: Most of Johnny's



powers only operate when he is aflame. Cold, Water, or Wind-based attacks of Shift-X or greater Intensity can extinguish his flames, as can a loss of oxygen or being covered by a fire negating substance.

Equipment: Johnny has a disposable "Atmo-Web" which enables him to function in a vacuum or underwater for several hours.

Talents: He has Remarkable Reason in the field of vehicle and engine design and construction.

Contacts: The Fantastic Four, Spider-Man, the Inhumans, Wyatt Wingfoot, and the Avengers.

ROLE PLAYING NOTES

Johnny Storm began his career as a brash, hotheaded teen. Now, he is a brash, hotheaded adult. His power reflects his personality perfectly. He is prone to acting without prior thought and was unable to maintain a lasting relationship with any woman until he and Alicia finally realized the depths of their mutual love. His other great loves are high performance engines and racing.

HISTORY

Jonathan Storm was the second of two children born to a physician and his wife. He grew up comfortably in suburban Long Island. Despite the

fact that his mother died in a car crash when he was nine, Storm developed an interest in automobiles at an early age. Storm passed much of his leisure time in the company of automobile mechanics and enthusiasts and learned to totally overhaul a car's transmission before he was fifteen years old. For his sixteenth birthday his father bought him his first "hot rod."

Storm went to California to visit his sister Susan, who had moved there hoping to become an actress and had become engaged to marry aeronautical engineer Reed Richards. Richards was working on a starship of his own design that would make possible travel to other solar systems through hyperspace. When the United States government threatened to cut off its partial funding for the project, Richards decided to make an immediate test flight. He himself would ride in the starship, with his friend Benjamin Grimm acting as pilot. Susan and Johnny Storm insisted on going along as well. Sneaking first onto the launch site and then into the starship, the four launched themselves into space. The craft encountered unexpectedly intense radiation, which proved to be too much for the shielding to block out. It has been theorized that this was the direct result of a reduction in the extent of Earth's magnetosphere brought on

by a solar flare and, as a result, the four people in the ship were exposed to intense cosmic ray bombardment. Aborting the test flight, the four returned to Earth.

Upon landing, Johnny Storm discovered that the cosmic rays had mutagenically altered his entire body, enabling him to create fiery plasma all about him without harm to himself. Storm took the name "the Human Torch", the same name used by an android hero of the 1940s. Storm agreed to join Richards' proposed team of champions, the Fantastic Four.

For a time Johnny Storm tried to live quietly on Long Island with his sister, trying to finish high school while hoping that no one in the community would know that he was the Human Torch; a fact which proved impossible to conceal from the townspeople. After graduation, Johnny moved into the Fantastic Four's Baxter Building headquarters in New York City.

Johnny's recent marriage to the blind sculptress Alicia Masters has caused some tension between him and the Thing. His marital fidelity is being tested by the presence of Crystal, a former lover, in the latest FF team. Johnny suspects that the Thing invited her into the team as a way of seeking revenge or splitting Johnny and Alicia apart.

STATISTICS

F EX (20)
 A GD (10)
 S RM (30)
 E MN (75)
 R TY (6)
 I GD (10)
 P RM (30)

Health: 135

Karma: 46

Resources: PR (4)

Popularity: -4

BACKGROUND

Real Name: Morris Bench

Occupation: Supercriminal

Legal Status: US citizen with criminal record

Identity: Known to police

Place of Birth: Bronx, NYC, New York

Marital Status: Single

Known Relatives: None

Base Operations: NYC area

Past Group Affiliations: Sinister Syndicate

Present Group Affiliation:

KNOWN POWERS

Water Transformation: He can transform any or all of his body into a coherent watery mass which cannot be killed by transformation into vapor. He has developed the following Power Stunts:

- * Firing jets of water which do Excellent damage and have a range of 3 areas.

- * Amazing body armor against physical attacks.

- * In a manner similar to the Elongation power, he can shoot himself as a stream up to 3 areas, then reform at the new location.

- * He can absorb ordinary water to heal himself at the rate of 1 gallon per Health point regained.

Weaknesses: While in aquatic form, he takes double damage from heat and energy attacks and can be absorbed by sponges and similar blotters (such passive attacks do 1-4 points) per round.

For some reason, if Hydro-Man comes into physical contact with the Sandman, both their bodies are automatically fused into a single, imbecilic creature of wet sand. Each man must make a Remarkable



Psyche FEAT to regain their individual forms.

Talents: Hydro-man has both Seamanship and petty criminal skills.

Contacts: The Sinister Syndicate

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Bench is out to simultaneously avenge himself on society for the accident that transformed him as well as to use his new powers to enrich himself. Since discovering his powers' limits, he has decided to ally himself with useful individuals.

HISTORY

Morris Bench, formerly a crewman on a cargo ship, was accidentally knocked overboard by Spider-Man while a powerful experimental generator was being lowered into the ocean for testing. Exposed to the energy conversion process of the generator while being bombarded with volcanic gases, Bench's cellular structure was altered. When he was rescued from the depths, his body began exuding great quantities of a watery substance Bench first thought was perspiration. Annoyed by the incessant dripping, Bench went to a local pub to stir up trouble. Finding none, he was astonished to learn that he could convert his

entire physical form into a watery liquid. He then set out to find those he held responsible for his condition and make them pay. Calling himself the Hydro-Man, he eventually encountered Spider-Man and, on their second altercation, was defeated when Spider-Man managed to splatter the nucleus of his body sufficiently far enough apart that Hydro-Man could not reform himself before evaporating.

A few weeks later, Hydro-Man reintegrated his form in a water tower on a Manhattan rooftop where apparently the majority of his particles had fallen as rain. Returning to his favorite pub, he was chagrined to find Williams Baker, alias the Sandman, romancing his sometime-girlfriend Sadie Frickett. The two criminals soon began fighting over her until Spider-Man came along to try to stop them. Turning their attentions to him, the two joined forces against their mutual foe. Spider-Man, however, tricked the two into running into each other, each in his altered particulate state. Collapsing into the harbor, the two soon emerged from the brine as a composite sand-water creature

containing both of their substances but neither's full intelligence. Dimly recalling their desire for Sadie Frickett, the mud-being sought her out at her apartment. After getting over her initial shock, Frickett decided to exploit the creature's devotion to her and through a theatrical agent, arranged for a special exhibition of the mud-thing. The creature inevitably went berserk but was stopped when a special gas sprayed from police helicopters dehydrated it and caused it to crumble. The soggy sand was scooped up by the authorities and taken to a police laboratory where researchers tried to restore the men to life by various stimuli, including chemicals and radiation. Believing the task was hopeless, the police dumped the canister containing them. A short time later, Hydro-Man and Sandman managed to integrate themselves into their separate rightful forms. Wanting no more of each other's company after their humiliating ordeal, the two went their separate ways, Hydro-Man heading out of town. He has since joined the criminal organization called the Sinister Syndicate.

HYPERION I

STATISTICS

F	UN (100)
A	UN (100)
S	UN (100)
E	UN (100)
R	EX (20)
I	AM (75)
P	IN (40)

Health: 400

Karma: 115

Resources: MN (75)

Popularity: 80

BACKGROUND:

Aliases: Zhib-Ran, Mark Milton

Occupation: Adventurer, cartoonist

Legal Status: Citizen of Other-Earth (Earth-S)

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Earth-S

Past Group Affiliations: Squadron Supreme

Present Group Affiliation:

KNOWN POWERS:

Invulnerability: Unearthly resistance to physical and energy attacks.*True Flight:* Monstrous airspeed (450 mph)*Nuclear Vision:* Combination of infra-red and x-ray radiation does monstrous damage; range 10 areas.*Weakness:* Argonite, a rare lead isotope negates his powers. It does Excellent damage each round it is within 20 feet of him.

TALENTS He is a skilled Artist.

CONTACTS

He can call upon members of the Squadron Supreme.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Hyperion is a valiant fighter and noble being. He is a firm believer in the obligation of the superbeings to protect and guide normal people. He believes that an unguided humanity might eventually destroy itself, hence the Squadron Supreme is justified in its seizure of Earth's government.

HYPERION II

STATISTICS:

F	UN (100)
A	UN (100)
S	UN (100)
E	UN (100)
R	EX (20)
I	AM (50)
P	IN (40)

Health: 400

Karma: 115

Resources: MN (75)

Popularity: 80

BACKGROUND:

Aliases: Zhib-Ran, Mr. Kant
Occupation: Supercriminal, health club manager
Legal Status: None
Identity: Secret
Place of Birth: Inapplicable
Marital Status: Single
Known Relatives: Inapplicable
Base of Operations: Mobile
Past Group Affiliations: Squadron Sinister
Present Group Affiliation:

KNOWN POWERS

In addition to Hyperion I's powers, this one possesses the following power:

Self-Sustenance: He can thrive indefinitely without air, water, or food.

Weaknesses: Using Nuclear Vision for more than 10 turns destroys his eyes. If killed, his body liquifies.

TALENTS

He is skilled in physical training.

CONTACTS

Squadron Sinister, Master Menace

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

For most of his life, he operated under various delusions. He was unaware he was a synthetic being created as a pawn of the Grandmaster and not the last survivor of a destroyed micro-world. His inability to match his delusions with reality causes him to perform villainous acts. He cooperates with anyone who can assist him in his quixotic quests, though he turns against them when success eludes them.

HISTORY

Hyperion II was created by the Grandmaster to be a member of the Squadron Sinister. He was made to believe he was Zhib-Ran, an explorer from the planet Yttrium, which exploded when it was struck by energy from the first atom split on Earth. This explosion gave "Zhib-Ran" his powers. The Grandmaster "rescued" him from certain death. Hyperion II decided that since Earth was responsible for the destruction of his homeworld, he must take vengeance there.

His first battles were as a member of the Squadron Supreme against the Avengers and later the Defenders. After the second match with the Defenders, Hyperion II forgot his "memories" thanks to Doctor Strange. He took the name Mr. Kant, and moved to Queens, NY, where he managed a health club.

The Avengers tracked him there, and upon seeing them, Hyperion I regained his memories and attacked. Later, he met the Hyperion of the Squadron Supreme and they fought. The criminal Hyperion escaped to "Other-Earth" where he met Master Menace.

Eventually, Hyperion II was contacted by the Roxxon Oil Corporation, and told he could be taken to an alternate Yttrium (which of course did not really exist, as there never was an Yttrium) if he brought Thundra to Roxxon. He found her and delivered her, but she escaped to her alternate future Earth, Amazonia, and he tried to follow her, thereby becoming trapped in an interdimensional void. Master Menace retrieved him and promised to send him to Amazonia. Hyperion II took the place of the heroic Hyperion and feigned amnesia. Power Princess tried to teach him what he had "forgotten." He fell in love with her, and proceeded to remove all obstacles to that love: he trapped Master Menace in another dimension (where the heroic Hyperion was also trapped), and killed Power Princess's husband. In need of comfort, she turned to Hyperion II, and soon fell in love.

Meanwhile, Hyperion I and Master Menace joined forces and returned to Other-Earth, where the two Hyperions fought to the death. Hyperion I was blinded, and beat Hyperion II with his fists, thereby breaking down the pseudo-organic matter that body was made of. After a confession to Power Princess, Hyperion II died and his body liquified.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	RM (20)
R	GD (10)
I	PR (4)
P	TY (6)

Health: 56

Karma: 20

Resources: TY(6)

Popularity: 16

BACKGROUND

Real Name: Robert "Bobby" Drake

Occupation: Adventurer, member of X-Factor, former college student, and accountant

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Fort Washington, Long Island, New York

Marital Status: Single

Known Relatives: William Robert (father), Madeline Beatrice (mother)

Base of Operations: X-Factor headquarters, New York City

Past Group Affiliations: Former member of the X-Men, the Champions of Los Angeles, the New Defenders, founding member of X-Factor

Present Group Affiliation:

KNOWN POWERS

Ice Generation: Iceman has Remarkable Ice Generation powers, able to form ice wherever there is sufficient moisture in the air, including desert terrain. He can perform the following Power Stunts:

- * Create shields of Remarkable protection.

- * Form weapons of Remarkable material strength. When using such weapons in Edged or Blunt attacks, Iceman receives a +1 CS.

- * Create supports of Remarkable material strength. These structures last anywhere from 5 to 25 rounds, depending on the surrounding temperature.

- * Project cold at Remarkable intensity.

- * Create areas of Remarkable slickness.

- * Create a ramp which he can slide along at Excellent ground speed (5

areas/round).

Invulnerability to Cold: Iceman is immune to intensities of cold up to CL1000 level.

Body Armor: When "iced up," Drake has Remarkable protection against physical attacks, Good protection against energy attacks, including flame and heat attacks. These last two, however, weaken Iceman's armor by the rank number of the attack.

Belt: Loki recently raised all of Iceman's powers to Unearthly level. The inhibitor belt Drake wears keeps

his powers at their previous level, but he can turn it off for enhanced power. When he does this, Drake uncontrollably radiates Unearthly Cold.

Talents: Drake is a CPA.

Contacts: Iceman was a member of the Champions of Los Angeles which included Johnny Blaze, the Black Widow, Darkstar, and Hercules, and the New Defenders.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Drake is the youngest member of the primary X-Factor team and still acts somewhat immaturely at times. All of the recent troubles that have befallen X-Factor have not dampened his bright outlook on life.

HISTORY

Robert Drake was born with the latent mutant ability to freeze moisture in the air. He slowly became aware of this power as it emerged in his adolescence, but kept it secret from everyone except his parents, who believed people would turn against him if they learned of his power.

The elder Drakes were correct.

Bobby was walking with his date, Judy Harmon, one night after they saw a movie together, when they were attacked by a bully named Rocky Beasely and his friends. One of Beasely's allies held onto Drake while Beasely himself started to force Harmon to go with him. To save Harmon, Drake used his mutant power to temporarily encase Beasely in ice. Beasely was soon released unharmed, but Harmon was shocked, and the news of the incident swept through Drake's Long Island community, enraging the local townspeople enough for them to form a lynch mob.

The mob broke into Drake's home, and he began using his powers to fight them off. But there were too many opponents for the young Drake, and the town's sheriff took him into custody for the youth's own protection.

Learning of the incident, Professor Charles Xavier, mentor of the X-Men, dispatched Cyclops, the first and at that time only member of the team, to contact Drake. Cyclops broke into Drake's cell, but Drake refused to leave. The two began fighting using their powers and their fight spilled out into the streets of the town. Eventually the two exhausted young mutants were captured by the lynch mob, which nearly hanged them. Cyclops and Drake broke free, and were saved when Xavier used his great psychic

powers against the mob.

Drake's parents consented to Xavier's proposal to let Bobby enroll in his special school for superhuman mutants, and allowed Xavier to use his powers to erase their knowledge of their son's powers. (They regained this knowledge years later.) Xavier also permanently erased all knowledge of Drake's abilities from the minds of the townspeople. Thus, given the code name Iceman, Bobby Drake became the second member of the X-Men.

Years later, Drake left the X-Men and joined the Champions of Los Angeles, a short-lived team of adventurers. After the Champions disbanded, Drake became a full-time college student, although he briefly rejoined the X-Men to battle Arcade. Later he joined his fellow former X-Men the Angel and the Beast as members of the Defenders.

With the apparent demise of some of the Defenders, the team disbanded, and Drake took a job as an accountant. However, he soon left that job to join the other four members of the original X-Men as a member of their new organization, X-Factor.

Recently Drake's powers were enhanced by Loki. He is unable to effectively control the higher power levels and wears a special inhibitor belt to damp down his increased cold.

STATISTICS

F TY (6)
A GD (10)
S GD (10)
E EX (20)
R MN (75)
I AM (50)
P MN (75)

Health: 46

Karma: 200

Resources: UN(100)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Ruler of Limbo

Legal Status: Former citizen of an alternate Earth

Identity: Existence unknown to public

Place of Birth: An alternate Earth

Marital Status: Separated? Widower?

Known Relatives: Marcus (son), Nathaniel Richards (ancestor)

Base of Operations: Limbo

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Immortus' powers are derived from his linkage to high tech devices within Limbo.

Invulnerability: Within Limbo he has CL1000 resistance to aging and all attacks.

Dimension Travel: CL1000 rank.

Time Control: Several Power Stunts of CL1000 rank:

- * Time Warp to teleport people through time and space.
- * Turbulence to thwart or redirect other time travelers.
- * Negating the time-traveling power of others.
- * Alter Temporal Flow.
- * Time Travel.

Energy Control (all): Amazing rank.

Image Generation (Hallucinations): Monstrous rank.

Mental Probe: Monstrous rank.

Mind Control: Monstrous rank.

Talents: Shift Z Reason in terms of timestream-altering devices.

Contacts: His previous selves, the Avengers, Marcus.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Immortus is the mellowest of his incarnations and identities. He is concerned with controlling the timestream itself and the flow of history, not with seizing temporary power in specific eras. However, he is lonely. His long isolation from most humans has made him an emotional cripple unable to deal with people on meaningful terms. Or perhaps his detached viewpoint makes him see all things as transient.

HISTORY

Immortus was born in one of Earth's alternate futures of the 31st Century (a different one from that which was conquered by the alien Badoon) and being a man of adventure in a time of world peace and prosperity, he was discontent. Discovering the parts of a time machine and the plans for its assembly in the ruins of one of his ancestors' property, the man who would become Immortus embarked upon a life of conquest and adventure, exploring and ransacking time era after time era, under such guises as Pharaoh Rama-Tut, Kang the Conqueror, and others. He established strongholds or kingdoms across time. By his constant time travel, he diverged countless temporal counterparts to himself, each capable of independent existence and further travel.

Shaped by differing sets of experiences, the legions of Immortus-to-be

encompassed the gamut of human diversity, from petty tyrants to selfless martyrs. One of these counterparts, whose life had at times embraced the basest of motives and actions, decided in his seventh decade of his chronological life, to give up his worldly conquests and meditate till the end of his days upon the nature of time. This Immortus-to-be, who had been assuming the guise of Rama-Tut, journeyed to Limbo, the transtemporal realm that exists outside the timestream itself (and through which all time travelers must pass in order to get from one era to another). There he employed automations to build him a castle, and upon its completion (which was instantly since time has no meaning in Limbo), he began to meditate.

Immortus was then visited by the Time-Keepers, a trinity of beings who had been born at the very end of the timestream, in the final days before the collapse of the universe. The Time-Keepers helped him unlock new secrets of time and appointed him to

oversee the 80 millennia of his existence, a minor task when compared to the whole of Time itself. Creating a giant guardian for his castle, Immortus embarked upon a number of campaigns to untangle the skein of timelines that he and his counterparts had created by their indiscriminate use of time travel. Believing that most of the beings he encountered in his campaigns could not begin to understand the mysteries of time that motivated him, he frequently gave them facile or even misleading information to quell their curiosities or ease their anxieties. The beliefs of other beings were not important to him as long as they did not interfere with his duties as custodian of this segment of the timestream.

Immortus recently vanished along with his previous self, Kang the Conqueror. His present location is unknown and is possibly unknowable. After Immortus' disappearance, his son Marcus revealed his existence. Marcus is currently trapped in Limbo.

All members of the Imperial Guard share these stats:

Talents: All are skilled fighters, interstellar police officers, and space pilots. They are trained in Shi'ar technology, starships, and astro-navigation.

Contacts: When on Earth, Elite Guard may rely on the Fantastic Four or X-Men-related teams for help. Those who remain loyal to Emprix Lilandra can call on the Starjammers for help.

Equipment:

Flier: All Royal Elite guardsmen wear an anti-gravity device that enables them to fly at Typical air-speed. The device is controlled by the wearer's thoughts.

Costume: Each member wears an individualized costume composed of unstable molecules of Remarkable material.

Capture Bubble: A sphere of Monstrous material that expands from pencil-sized to large enough to hold six people. A life-support unit maintains interior conditions for one week.

HISTORY

The Imperial Guard is a legion of super-powered champions from throughout the Shi'ar galactic empire who act as enforcers of imperial law. An elite corps of the Guard protects the majestor or majestrix (ruler of the Empire) and carries out his or her personal directives. Each division of the Imperial Guard has a leader known as a praetor. The praetor of the majestor or majestrix's elite corps of the Guard is Gladiator. The other divisions of the Guard are known as the Borderers, who aid the governors of conquered worlds in enforcing Shi'ar law on those worlds. Guardsmen wear anti-gravity devices permitting them to fly.

Although the ranks of past and present Imperial Guardsmen are vast in number, only a relatively small number have encountered beings from Earth so far. These Guardsmen are depicted here, listed by the English language equivalents of their names.

ASTRA

STATISTICS

F	GD (10)
A	RM (30)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	IN (40)

Health: 70

Karma: 70

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Phasing: Incredible rank.

ROLE-PLAYING NOTES:

Astra is playful in combat.

EARTHQUAKE

STATISTICS

F	EX (20)
A	RM (30)
S	EX (20)
E	EX (20)
R	EX (20)
I	GD (10)
P	RM (30)

Health: 90

Karma: 50

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Earth Animation: Amazing rank; missiles do Incredible damage.

ROLE-PLAYING NOTES:

Earthquake is a grim fighter.

ELECTRON

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	RM (30)
R	RM (30)
I	EX (20)
P	RM (30)

Health: 90

Karma: 80

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member, Royal Elite, Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Electrical Generation: Incredible rank.

ROLE-PLAYING NOTES:

Electron is closest to Tempest and Oracle.

FANG

STATISTICS

F	RM (30)
A	EX (20)
S	RM (30)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 110

Karma: 18

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Place of Death: Broodworld

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: None

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Natural Weaponry: Claws and fangs do Incredible damage.

Enhanced Senses: Excellent rank sensitivity to infrared, UV, and low light levels.

Tracking: Excellent rank.

ROLE-PLAYING NOTES:

Fang was a traitor who died when he became a Brood hostbody.

GLADIATOR

STATISTICS

F	MN (75)
A	AM (50)
S	UN (100)
E	Z (500)
R	UN (100)
I	MN (75)
P	Z (500)

Health: 725

Karma: 675

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Unearthly against physical and energy attacks; Shift Z against heat, cold, gas, disease, and most radiations.

Self-Sustenance: Unearthly rank.

Flight: Shift Z airspeed (3750 mph); CL5000 in space (100 times lightspeed).

Psychic Reflection: Automatic reflection of any psionic attack at -1 CS; a yellow Psychic FEAT by the attacker stops the attack at its inception.

Heat Vision: Monstrous damage at 10 areas.

Telescopic Vision: Monstrous range.

Weakness: Any loss of self-faith drops all powers -2 CS and abilities -3 CS. At the judge's discretion, a red Psyche FEAT is needed to retain his confidence and powers.

ROLE-PLAYING NOTES:

Gladiator is leader of the loyal Elite Guard. While he initially acted against the declared traitor Lilandra, he has since vowed personal loyalty to her. Gladiator can be a little pompous sometimes.

HOBGOBLIN

STATISTICS

F	TY (6)
A	TY (6)
S	GD (10)
E	GD (10)
R	RM (30)
I	GD (10)
P	MN (75)

Health: 42

Karma: 115

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Shapechange: Monstrous rank. All physical abilities change to reflect the new shape.

Talents: Monstrous knowledge of alien animals' size, abilities, etc.

ROLE-PLAYING NOTES:

Hobgoblin shapechanges as soon as he enters a combat situation.

HUSSAR

STATISTICS

F	RM (30)
A	IN (40)
S	EX (20)
E	EX (20)
R	EX (20)
I	EX (20)
P	EX (20)

Health: 110

Karma: 60

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Former member

Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Unknown

Past Group Affiliations: The

Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Weapon: Neuro-Whip, which increases her Agility to Amazing. Victims must make an Endurance FEAT or lose consciousness for 1-10 turns.

ROLE-PLAYING NOTES:

Hussar is a traitor in Deathbird's service. She is a bit sadistic.

IMPULSE

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	RM (30)
R	GD (10)
I	GD (10)
P	RM (30)

Health: 90

Karma: 50

Resources: MN(75) in the Shi'ar

Empire

Popularity: 100 in the Shi'ar

Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite

Imperial Guard

Legal status: Citizen of Shi'ar

Empire

Identity: Publicly known in Shi'ar

Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar

Throneworld

Past Group Affiliations: The

Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Energy Body: Incredible Intensity energy maintained in humanoid shape by his costume (Amazing Material). If the costume is damaged, Impulse reverts to a helpless energy field until the costume is replaced or repaired. Optic Blast: Incredible damage; range 3 areas.

ROLE-PLAYING NOTES:

Impulse is a braggart.

MAGIC

STATISTICS

F	TY (6)
A	EX (20)
S	TY (6)
E	EX (20)
R	EX (20)
I	EX (20)
P	MN (75)

Health: 52

Karma: 115

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar

Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite

Imperial Guard

Legal status: Citizen of Shi'ar

Empire

Identity: Publicly known in Shi'ar

Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar

Throneworld

Past Group Affiliations: The

Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Magical Powers: By performing special movements, Magic can use the following Incredible powers: Force Field (any); Molding; Matter Animation (all); Weather Control; Kinetic Bolt; Teleportation.

ROLE-PLAYING NOTES:

Magic acts as a second-wave offense, letting others do the initial combat.

MANTA

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	EX (20)

Health: 60

Karma: 50

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar

Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite

Imperial Guard

Legal status: Citizen of Shi'ar

Empire

Identity: Publicly known in Shi'ar

Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar

Throneworld

Past Group Affiliations: The

Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Enhanced Vision: Remarkable ability to see Infrared and UV light.

Light Generation: Amazing intensity.

ROLE-PLAYING NOTES:

Manta prefers to fly beyond her opponent's reach.

MENTOR

STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	RM (30)
R	UN (100)
I	AM (50)
P	RM (30)

Health: 60

Karma: 180

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Hyper-Invention: Shift-Y ability to design and build any type of device.

Total Memory: Shift-X recall.

ROLE-PLAYING NOTES:

Mentor acts as coordinator and tactician. He only engages in combat if the consequence of the Guard's loss is a total disaster.

MIDGET

STATISTICS

F	EX (20)
A	RM (30)
S	EX (20)
E	EX (20)
R	EX (20)
I	GD (10)
P	RM (30)

Health: 90

Karma: 60

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Shrinking: Remarkable rank.

ROLE-PLAYING NOTES:

Midget shrinks at the first sign of combat; she prefers to launch sneak attacks.

NIGHTSIDE

STATISTICS

F	GD (10)
A	EX (20)
S	EX (20)
E	EX (20)
R	GD (10)
I	EX (20)
P	MN (75)

Health: 70

Karma: 105

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Shadowcasting: Monstrous rank; up to 4-area coverage. Victim's attacks decrease -4 CS; ranged attacks drop -6 CS.

Shadowshaping: Remarkable shadowy illusions.

ROLE-PLAYING NOTES:

Nightside prefers to attack masses at once and to lessen her shadows when her teammates attack.

ORACLE

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	GD (10)
R	EX (20)
I	EX (20)
P	AM (50)

Health: 60

Karma: 90

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite, Imperial Guard

Legal Status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar
Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Precognition: Amazing rank.

Telepathy: Amazing rank.

Mind Blast: Amazing rank.

ROLE-PLAYING NOTES:

Oracle is romantically linked to Tempest.

QUASAR

STATISTICS

F	GD (10)
A	TY (6)
S	UN (100)
E	AM (50)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 166

Karma: 30

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Former member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Unknown

Past Group Affiliation: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Incredible resistance to physical and energy attacks.

ROLE-PLAYING NOTES:

Quasar is a traitor who aided Deathbird's coup.

SMASHER

STATISTICS

F	RM (30)
A	RM (30)
S	MN (75)
E	EX (20)
R	EX (20)
I	EX (20)
P	EX (20)

Health: 155

Karma: 60

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Remarkable protection from physical and energy attacks

ROLE-PLAYING NOTES:

Smasher likes to use brute force rather than tactics.

STARBOLT

STATISTICS

F	GD (10)
A	EX (20)
S	GD (20)
E	EX (20)
R	EX (20)
I	GD (10)
P	EX (20)

Health: 70

Karma: 50

Resources: MN(75) in the Shi'ar

Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Fire Generation: Amazing rank and damage. Range is 4 areas.

Energy Sheath (Fire): Amazing intensity.

Fire Control: Amazing rank.

Specific Resistance: Monstrous protection against flame and heat.

Flight: Remarkable speed.

ROLE-PLAYING NOTES:

Starbolt prefers to attack from high in the air.

TEMPEST

STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	RM (30)
R	EX (20)
I	GD (10)
P	IN (40)

Health: 90

Karma: 70

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite, Imperial Guard

Legal Status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Absorption Power: Incredible rank; energy is directly converted into electricity.

Electrical Generation: Incredible rank.

ROLE-PLAYING NOTES:

Tempest is joined together with Electron and is romantically linked with Oracle.

TITAN

STATISTICS

F	EX (20)
A	EX (20)
S	RM (30)
E	RM (30)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 100

Karma: 40

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Possibly applicable

Known Relatives: None

Base of Operations: Shi'ar Throneworld

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

Growth: Remarkable rank. Titan's size and mass increase eightfold. Strength increases to Monstrous. Attackers get +2 CS to hit him.

ROLE-PLAYING NOTES:

WARSTAR

B'NEE AND C'CIL

STATISTICS

B'nee

F	TY (6)
A	IN (40)
S	AM (50)
E	TY (6)
R	GD (10)
I	GD (10)
P	FE (2)

Health: 102

Karma: 22

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

C'cil

F	IN (40)
A	TY (6)
S	AM (50)
E	IN (40)
R	GD (10)
I	GD (10)
P	FE (2)

Health: 136

Karma: 22

Resources: MN(75) in the Shi'ar Empire

Popularity: 100 in the Shi'ar Empire

BACKGROUND

Real Name: Unrevealed

Occupation: Former member Royal Elite Imperial Guard

Legal status: Citizen of Shi'ar Empire

Identity: Publicly known in Shi'ar Empire

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Unknown

Past Group Affiliations: The Imperial Guard

Present Group Affiliation:

KNOWN POWERS

B'nee: Incredible electrical touch.

C'cil: Amazing body armor.

ROLE-PLAYING NOTES:

B'nee and C'cil are a mechanical symbiote. When they first encounter an opponent, they fight as a single being, Warstar. C'cil, the larger of the two, takes the damage from all physical attacks. They split when the situation calls for independent action.

STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	UN (100)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 170

Karma: 42

Resources: Not applicable

Popularity: 3

BACKGROUND

Real Name: "We don't use names"

Occupation: Traveler, prankster, hedonist, pop culture addict, and parent of his race

Legal Status: Citizen of Poppup

Identity: Public

Place of Birth: The planet Poppup

Marital Status: Married

Known Relatives: Impossible Woman (wife), Impossible Kids (children)

Base of Operations: Mobile, but he tends to hang around the New York City area.

Past Group Affiliations: (Are you kidding?)

Present Group Affiliation:

KNOWN POWERS

Shapeshifting: Shift-Z ability, limited only by his retention of the colors green and purple. Power Stunts include:

* **Lifeform Creation:** Asexual reproduction into independent beings.

* **True Invulnerability:** Unearthly resistance to physical damage, extreme environments, energy attacks, and disease.

* **Power Duplication:** He can mimic innate powers; Good rank if he uses his own power, Amazing rank if augmented by his ship.

* **Self-Sustenance:** Indefinite survival without air, water, or food.

* **True Flight:** By mimicking air or space vehicles, he can attain up to CL3000 speed.

Talents: Astronavigation and rapid language learning skills.

Contacts: The Fantastic Four, the New Mutants (especially his rival Warlock).



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Poppupians have an odd temperament and personality. Despite their powers and mischievous potential, they are incapable of actually harming anyone. The Impossible Man came to Earth because he was extremely bored and thought Earth offered might be a fun place. He will cry — a lot — if he does not get his way. Heroes who yell at the Impossible Man lose 10 Karma points.

HISTORY

The Impossible Man was born on the planet Poppup and is a member of a race of beings who reproduce asexually and could alter their molecularly malleable bodies at will to temporarily assume any shape imaginable. Poppup was a particularly harsh and dangerous world and the Poppupians shape-changing abilities enabled them to survive its many perils. By the time of the Impossible Man's birth, the Poppupians had evolved a collective consciousness linking the minds of the entire race into a group mind. (Hence, Poppupians have no names because they were, in effect, all the same being.)

Endowed with a slight mental variation that permitted him a degree of individual thought, the Impossible Man acted upon the boredom that his entire race experienced. He did so by transforming himself into a space vessel and leaving Poppup. Eventually he arrived on Earth, and found the planet to have great amusement potential, especially since he had shape-changing powers and ordinary human beings did not. It was during this first visit to Earth that he first met the Fantastic Four and that he was dubbed "the Impossible Man" after one of the

Fantastic Four, the Thing, commented that the absurd ways that the alien used his shape-shifting powers made him "impossible." The Impossible Man made a major nuisance of himself until the Fantastic Four pretended to be bored with him, and persuaded other people to act the same way. Convinced that Earth was dull, the Impossible Man departed.

After touring other inhabited worlds, the Impossible Man returned to Poppup to share his experiences with his people. When the world-devouring Galactus threatened to consume other inhabited worlds, the Poppupians sent the Impossible Man to lead him to their world, which Galactus then consumed. Bored by existence to the point of despair, the Poppupians welcomed the death of their world and their physical bodies. With the Impossible Man's survival, the minds and souls of the Poppupian race would live on in the person of their most adventurous member.

The Impossible Man accompanied the Fantastic Four back to Earth, where he became fascinated by Earth's popular culture. Observing the feelings of the Thing and his then-girlfriend Alicia Masters for each other, as well as the emotions of others, the Impossible Man learned the human concept of love. Lonely for someone else like him to share love with, the Impossible Man cloned himself a mate, the Impossible Woman, from his own body.

The two aliens then left Earth to explore the frontiers of love and to recreate the Poppupian race. The Impossible Man and Impossible Woman each cloned many offspring from themselves. Eventually, however, the Impossible Man returned to Earth, where he asserted that his mate and their children had all developed minds unlike his own, and that the question had arisen as to who should lead these new Poppupians. The Impossible Man said that to prove his own worthiness, he agreed to compete in a large-scale "scavenger hunt," in which he accumulated many items connected with the super-powered beings of Earth. However, the Impossible Man was judged to have lost the contest. (Whether the Impossible Man was telling the truth about his family and his reasons for the scavenger hunt is not known.)

The Impossible Man's and Impossible Woman's current whereabouts are unknown. Recently, the Impossible Man has either been in hiding or is exiled from his family and is roaming the Earth as a bachelor. He has been involved in adventures with other superhumans, including the New Mutants. The Impossible Man established a friendly rivalry with Warlock over who was the better shapechanger. Warlock won when he showed he was capable of changing color. Impy cried for days afterwards.

STATISTICS

F	AM (50)
A	RM (30)
S	RM (30)
E	Z (500)
R	GD (10)
I	MN (75)
P	UN (100)

Health: 610

Karma: 185

Resources: Not applicable

Popularity: Not applicable

BACKGROUND

Real Name: Not applicable

Occupation: Demigod

Legal Status: Not applicable

Identity: Existence unknown

Place of Birth: Not applicable

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: Everywhere and nowhere

Past Group Affiliations: Agent of Lord Chaos and Master Order

Present Group Affiliation:

KNOWN POWERS

Dimension Travel: Shift-Z rank.*Invulnerability:* Monstrous resistance to physical, energy, magical, and psionic attacks.*Reality Alteration:* Shift-Z rank (within the border between Order and Chaos).*Self-Sustenance:* Permanent freedom from breathing, drinking, and eating.*Talents:* Remarkable Occult lore.*Contacts:* Master Order and Lord Chaos.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The In-Betweener is dedicated to dispassionately maintaining the universal balance. He will help both heroes and villains, even when such help appears to be an attack. He can appear to be benevolent or malevolent, depending on the person and the state of the In-Betweener's relationship with the universe. As the universe grows more ordered, his actions become more radical.

HISTORY

The In-Betweener is a cosmic entity who exists as the synthesis of the major concepts of the universe: life and death, reality and illusion, good and evil, logic and emotion, existence and nothingness, god and man. Fifteen feet in stature, the In-Betweener is an agent of Lord Chaos and Master Order, two of the universe's principal abstract beings,

whose appointed task is to maintain the universal balance. Simultaneously existing and not-existing, present everywhere and present nowhere, the In-Betweener first came to human attention when it abducted the golden humanoid Adam Warlock to its quasi-realm and attempted to transform him into a

champion of life to help restore the balance upset by Thanos of Titan. It was later encountered by Earth's sorcerer supreme, Doctor Strange, when it empowered the spells of a renegade band of wizards calling themselves the Creators. Strange opposed the In-Betweener and its plan to restore balance by creating universal insanity, and calling upon

its masters, Order and Chaos. Strange managed to halt the In-Betweener's machinations. While possessing sufficient power to alter reality on a cosmic scale, the In-Betweener is not all-knowing or infallible. Indeed, within the parameters of the In-Betweener's existence are both power and weakness, knowledge and ignorance.

HISTORY

The In-Betweener is a powerful entity that exists in the space between the known and the unknown, and is the source of all magic and power. It is the only being that can exist in the space between the known and the unknown, and is the source of all magic and power. It is the only being that can exist in the space between the known and the unknown, and is the source of all magic and power.

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AVERAGE ABILITIES

STATISTICS

F	GD (10)
A	EX (20)
S	EX (20)
E	RM (30)
R	GD (10)
I	GD (20)
P	GD (10)

Health: 80

Karma: 40

KNOWN POWERS

Most Inhumans have a single power of Feeble to Remarkable rank. A nonhuman appearance may substitute for an actual power. Note that such appearances may include powers based on anatomical features.

Weakness: Exposure to modern air pollutants causes extreme illness. A red Endurance FEAT must be made each week. Failure means the victim suffers incapacitating nausea. A special serum negates this but it is not available to the general Inhuman public.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Inhumans are a close-knit, tribal society. Devotion to city and race is unshakeable, except in extremely evil, corrupt individuals. The Inhumans have a mild xenophobia toward the outside world. A real or perceived threat from outside will instantly unify them. Since the Royal Family's return from exile, relations with, and curiosity about, the rest of the world have increased.

Well-known Inhumans are cov-

ered in individual entries elsewhere (see Black Bolt, Crystal, Gorgon, Karnak, Lockjaw, Maximus, Medusa, Triton).

HISTORY

The Inhumans are a race of beings who diverged from mainstream humanity 25,000 years ago as a result of genetic experimentation on primitive man performed by the alien Kree, who, along with the rest of his race, had been frequent visitors to Earth's solar system. The Kree started the Inhuman race in response to the vastly powerful Celestials, who had performed experiments on primitive man and created the subspecies of humanity called the Eternals.

After the Kree left them, the Inhumans wandered the Eurasian continent until they settled on a tiny island in the Northern Atlantic which they named Attilan. There they began to develop technology, chiefly genetics, and set up a government based on genocracy, rule by the genetically fittest. Some 4,000 years later, mainstream humanity built its first great civilization on the island continent of Atlantis. Presumably the Inhumans used their superior technology to resist attempts at assimilation. When Atlantis underwent geothermic upheaval and sank beneath the sea, Attilan somehow protected itself from the cataclysm.

Within the Inhuman's first millennium, one of their geneticists named Randac isolated a chemical catalyst for human mutation which he called Terrigen. Believing the substance to be the key to making great genetic advances within a single generation's time, Randac subjected himself to the substance and emerged with mental-manipulative powers rivaling those of the Eternals. After being elected ruler because of his genetic superiority, Randac allowed all Inhumans to undergo Terrigen treatment if they desired, but this was halted when about half of the subjects developed radically nonhuman mutations. It was thereafter decided that individuals would only

undergo treatment after being thoroughly genetically tested, but the damage to the gene pool was already done.

Centuries later, an Inhuman leader named Gral, tired of the discrimination against the non-human-looking minority, instituted a reign of terror in which the entire population of Attilan was involuntarily subjected to the mutagenic Terrigen Mist. This transformed over three quarters of the population into non-humanoid types, altering their genetic destinies for untold generations. For years, the Inhumans were segregated into Mutation Camps, forced to live only among their own basic phenotypes. Finally, Gral was deposed, and an Inhuman named Auran taught his fellows how to accept the wonderful diversities of their people in peace. This era came to an end about 2,500 years ago, when a contingent of winged Inhumans built their own city suspended high above Attilan. Antagonism between the sky and ground-dwellers eventually led to the secession of the sky-city from Attilan proper. The small colony of winged Inhumans existed in relative peace until the early part of the 20th century when the race was inadvertently destroyed by a human being they called Red Raven.

Over the millennia, Inhuman geneticists have tried to stabilize the diversity of their genetic heritage. Unlike Earth's other genetically variant race, the Deviants, whose offspring tend to inherit none of their parents' genetic traits, Inhuman infants tend to resemble their parents. Thus, if an Inhuman with amphibian characteristics mated with an Inhuman with avian characteristics, their offspring would have a combination of these traits. This, however, seldom occurs since until recent times, marriages have been arranged by the government to eugenically further the race. At present, rigorous eugenic control has succeeded in restoring about a quarter of the Mutation Camp victims' descendants to human-looking normalcy. Slightly less than half of the present population of Attilan has a visible non-humanoid mutation.

Since the time of Randac, the gov-

ernment of the Inhumans has consisted of the 12-member Genetic Council. Each Council member belongs to a different family or House, and is elected to membership by the other members of the Council. Membership in the Genetics Council is for life (unless the member commits a crime against the state and is expelled). Consequently membership changes in the Council only when there is a vacancy due to death. The Council elects one of its members as both head of the Council and ruler (or "king") of the Inhumans. This ruler customarily reigns from election to his or her death (again barring dishonorable removal). It takes 11 members of the Genetics Council to remove a ruler from the throne.

About 110 years ago, an Inhuman named Agon was elected to the Genetics Council, and subsequently to rulership over the Inhumans. Agon proved to be one of the most popular rulers since Auran. A skilled geneticist, Agon made significant advances in the prediction of Terrigen effects on the Inhuman gene, and persuaded his wife Rynda to subject herself to the Terrigen Mist while pregnant. Their son Blackagar (popularly called Black Bolt) became the most powerful Inhuman in the race's history, surpassing the

powers of Randac himself. Agon was a decisive ruler, and when he caught a Council member named Phaeder experimenting with clones, he persuaded the Council to have him expelled. Phaeder left Attilan and eventually had a son named Maelstrom, who later became a dangerous enemy of Attilan as well as a purveyor of Attilan's most guarded secret, Terrigen. About 90 years into Agon's reign, the Kree finally returned. Agon's second son, the sinister Maximus, entered into secret negotiations with emissaries of the Kree, although his plans were foiled by his brother Black Bolt, who blasted the Kree's ship from the sky. The damaged ship fell to the Earth, crashing into the laboratory where Agon and Rynda were working, who were killed instantly. Black Bolt was elected to the Genetics Council and later was crowned the new ruler. Within a year of taking the throne, Black Bolt was faced with the probable discovery of Attilan by the outside world. He responded by relocating the entire island, with the help of Ikaris of the Eternals, to a remote location in the Himalayan Mountains of Tibet.

Shortly thereafter, Black Bolt's kingship was challenged by Maximus, who sparked Attilan's first civil war in millennia, a war that drove Black Bolt from the throne into exile

with his supporters for almost a decade. When they finally returned to Attilan, Black Bolt was able to regain the crown. Maximus tried to get it back and a battle ensued during which Black Bolt misjudged his power and accidentally leveled the entire city of Attilan. Black Bolt then relocated the city off the planet entirely, to the Blue City on the moon.

At present, there are about 1,230 living Inhumans all of whom dwell in Attilan. They speak their own language, Titan, but in recent years, many have elected to learn such human languages as English, Russian, and Chinese. The Inhumans have various trade guilds managing the various disciplines necessary to maintain society. Almost three-fourths of all Inhumans elect to go into their parents' professions. Food is cultivated in hydroponic gardens beneath the city. The chief pursuit of the people is science, but they also have various artists guilds, including a theatrical company. Their major religion involves ancestor-worship and there is a guild of priests and priestesses who administer the faith. Attilan has traditionally had a small police force consisting of about 50 specially-trained soldiers who act as an internal peace keeping force. Attilan has one prison and the king of Attilan serves as its sole judge.

STATISTICS

F	GD (10)
A	EX (20)
S	AM (50)
E	AM (50)
R	EX (20)
I	RM (30)
P	RM (30)

Health: 130

Karma: 80

Resources: PR(4)

Popularity: 1

BACKGROUND

Real Name: Unknown

Occupation: Hunter

Legal Status: None

Identity: Existence unknown to the public

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Eternals, Defenders

Present Group Affiliation:

KNOWN POWERS

Immortality: CL3000 resistance to aging and disease. Only by scattering his atoms across a light-year wide area can he be completely slain.

Invulnerability: Shift-Z resistance to physical, energy, acidic, and toxic attacks.

Cosmic Energy Manipulation: Monstrous ability to absorb energy and use it as personal energy.

Flight: Unearthly speed.

Iron Will: Unearthly control over his own body.

Regeneration: Shift Z rank.

Waterwalking: Unearthly rank.

Plasma Bolt: Monstrous rank.

Teleport (unused): Monstrous rank.

Emotion Control: Unearthly ability to instill fear of him in others.

Talents: Having experienced so much of it, he has an incalculable knowledge of Earth's history.

Contacts: The Defenders, Eternals



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Interloper is a hermit by choice. He prefers to stay far from the hurrying masses of mortals, but he can be enticed to help them if he is curious. He is dedicated to battling the Dragon of the Moon, even if the battle means his real destruction.

HISTORY

Very little has been revealed about the Interloper's past. He is one of the Eternals of Earth, although for unknown reasons, he has chosen to have little to do with them or the rest of humanity. However, he is known to be friends with the Eternal known as the Forgotten One.

Interloper has many times fought the evil cosmic being, Dragon of the Moon. His first battles with the Dragon were off of Earth, alongside the Eternals on Saturn's moon Titan. Interloper later fought the Dragon alone on Earth. His final battle with the Dragon before recent times took place in the 6th Century A.D. on Earth. The Dragon had allied itself with Mordred, leader of the forces at war with King Arthur of Camelot. During the final battle between Arthur's forces and Mordred's, Interloper and his allies (whose names have not been revealed, although Arthur himself somehow played a part) succeeded in somehow impris-

oning the Dragon somewhere in space. It seems that Interloper incorrectly believed they had destroyed the Dragon. Arthur and Mordred mortally wounded each other during the battle, and both died.

Interloper apparently lived as a hermit over the following centuries, having little to do with others. Using his psychic powers, the man named Manslaughter discovered Interloper living the wilderness. Impressed that Manslaughter could find him, Interloper trained him to develop his psychic powers. However, aware of Manslaughter's mental instability, Interloper was careful not to teach him too much.

Recently, the Dragon placed the woman called Moondragon totally under its psychic influence. Sensing the Dragon's presence, Interloper left the Siberian wilderness and tracked the Dragon to the headquarters of the Defenders, a team of superhuman adventurers, in Colorado. There Interloper joined Manslaughter and the Defenders in doing battle with the Dragon and Moondragon. Moondragon cast the soul of Isaac Christians out from the

body of the Gargoyle, one of the Defenders, and the Dragon took control of the Gargoyle's demonic body. Finally, Interloper decided to project his own Eternal life force against the Dragon in an attempt to destroy the creature. Brunnhilda the Valkyrie decided to sacrifice her life force as well. Needing mortal vessels in order that their power might defeat Moondragon as well, Interloper and the Valkyrie asked Manslaughter and the Defender Andromeda to add their life forces as well. The two agreed, and joining hands, the four allies hurled tremendous power at the Dragon, Moondragon and the Gargoyle. The rest of the Defenders went to rescue endangered innocents, and when they returned, Interloper, the Valkyrie, Andromeda, Manslaughter, Moondragon, and the Gargoyle had all seemingly been transformed into statues of ashes and dust, and the Dragon of the Moon was apparently gone. But whether this is what truly happened to them, and whether they are still somehow alive, or capable of returning to life, are questions still to be answered.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	EX (20)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 46

Karma: 40

Resources: RM(30)

Popularity: 50

BACKGROUND

Real Name: Susan Storm Richards**Occupation:** Adventurer**Legal Status:** U.S. citizen with no criminal record**Identity:** Publicly known**Place of Birth:** Glenville, Long Island, New York**Marital Status:** Married**Known Relatives:** Reed (husband), Franklin (son), Franklin and Mary Storm (parents, deceased), Johnny Storm (Human Torch II, brother)**Base of Operations:** New York City area**Past Group Affiliations:** The Fantastic Four**Present Group Affiliation:**

KNOWN POWERS

Invisibility (Physics type): Excellent rank transparency to visible light. Maximum area of effect 40,000 cubic feet up to 6 areas away. She can negate other physics-type invisibilities of lesser rank.

Force Field: Monstrous rank protection against physical attacks and environmental extremes. One area can be covered at full strength; each doubling of the area decreases the protection -1 CS. Power stunts include:

- * **Kinetic Bolt:** Monstrous damage.
- * **Landing cushion:** Absorbs Monstrous damage.
- * **Flight:** Travels at 2 areas per round for a maximum of 4 hours.
- * **Power Negation:** She can bottle up physical or energy powers with less than Monstrous rank.
- * **Suffocation:** An Amazing intensity FEAT blocks a target's air supply.

Talents: She was trained as an actress. She is able to operate all of the Fantastic Four's equipment.



Contacts: The Fantastic Four, Avengers, X-Men, Namor and the Atlanteans, the Inhumans.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

In her early career, Storm was the typical faithful girlfriend and sidekick. She has since matured into a capable warrior and leader. If angered, she is ruthless in her revenge. She now actively fights the misconception of her being merely a token girlfriend. She represents the heart of the Fantastic Four; without her the group eventually slides into disarray. She is now concentrating on raising Franklin as a relatively normal child.

HISTORY

Susan Storm, the elder of two children born to a physician and his wife, grew up comfortably in suburban Long Island. At age 12, she first met her future husband, Reed Richards, then a Columbia University graduate student living in her aunt's New York City rooming house. Enamored of the shy but handsome scientist 11 years her senior, Storm promised to keep in touch with him.

Eventually Storm went to California to try to find work as an actress, and managed to get infrequent small roles in television and commercials. Learning from her aunt that her friend Reed Richards was also at that time living in California, Storm went to visit him at the Central City complex where he was working. The two began a romantic relationship and eventually became engaged to marry.

At this time, Richards was supervising the construction of an experimental starship of his own design that would make possible travel to other solar systems through hyperspace. When the U.S. government threatened to cut off its partial fund-

ing for the project, Richards decided to make an immediate test flight. He himself would ride in the starship and his friend Benjamin Grimm would pilot it. Storm and her younger brother Johnny, who was visiting her, insisted on going as well. Sneaking onto the launch site and into the starship, the four launched themselves into space. The ship encountered unexpectedly intense radiation, which proved to be too much for the ship's shielding to block out. (It has been theorized that this was the result of a reduction in the extent of Earth's magnetosphere brought on by a solar flare.) As a result, the four people in the ship were exposed to intense cosmic ray bombardment. Aborting the test flight, the four returned to Earth.

Once back on Earth, the four crew members discovered that the cosmic radiation had triggered mutagenic changes in their bodies. Susan Storm discovered that she had the ability to turn invisible at will. She became a founding member of the team of adventurers that Richards named the Fantastic Four. In later months, she learned how to use other superhuman abilities that the mutagenic changes had given her, most notably the ability to create

force fields.

Eventually Storm married Reed Richards and bore him a son, Franklin. However, the changes that the cosmic radiation had wreaked in Susan Richards' body had made it difficult for her to have children, and her second child, conceived while they were in the strange environment called the Negative Zone, was stillborn.

The Fantastic Four's enemy, the Psycho-Man and his android creation, the second Hate-Monger, temporarily brainwashed Susan Richards into attacking her teammates in the guise of Malice, Mistress of Hate, but Reed Richards was able to restore her to her true personality. Susan learned how truly powerful she was while she was Malice. The horrors of being brainwashed by the Psycho-Man caused her to re-evaluate herself after she regained her true personality, and she changed her Fantastic Four code name from the Invisible Girl to the Invisible Woman.

Recently she and Reed Richards left the Fantastic Four to raise Franklin in the relatively normal environment of New York City's suburbs. Although she is taking a sabbatical from superheroics, she will still assist friends in need.

STATISTICS

F IN (40)
 A RM (30)
 S GD (10)
 E EX (20)
 R GD (10)
 I IN (40)
 P AM (75)

Health: 100

Karma: 125

Resources: PR(4)

Popularity: 20

BACKGROUND

Real Name: Daniel Rand

Occupation: Bodyguard, Detective, Adventurer

Legal Status: U.S. Citizen; honorary Tibetan citizen

Identity: Secret

Place of Birth: New York City, New York

Marital Status: Single

Known Relatives: Wendall and Heather (parents, deceased), Yu-Ti (uncle)

Base of Operations: New York City

Past Group Affiliations: Heroes For Hire, Inc.

Present Group Affiliation:

KNOWN POWERS

Chi: Fighting, Agility, Strength, or Endurance can temporarily increase +1 CS for 10 rounds. A Psyche FEAT and 1 turn is required. Afterwards, his Health temporarily drops 25 points.

Iron Fist: Once per day he can use his Chi to deliver a devastating blow. A Psyche FEAT determines the damage (green = Incredible, yellow = Amazing, red = Monstrous). Afterwards, an Incredible or Amazing blow causes a temporary loss of 50 Health points; a Monstrous blow causes unconsciousness for 1-10 rounds as well.

Talents: Rand's command of martial arts enables him to Slam or Stun opponents with greater strength than his Endurance.

Contacts: Power Man, Nightwing Restorations, X-Men.



ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Rand's original motivation was to avenge his parents' deaths by waging a private war against renegades from K'un-Lun. After he settled his inner fires, he joined with Luke Cage to form a mercenary superheroic service, Heroes For Hire, Inc. He will do any job as long as the fee is high enough and the overall purpose is basically good.

HISTORY

Daniel Rand was the son of a businessman named Wendall Rand who had a mysterious obsession to find the fabled city of K'un-Lun, a paradise he believed to be located in the mountains of Tibet. When he was nine, Daniel Rand traveled to Tibet with his father, mother, and father's business partner, Harold Meachum, in search of K'un-Lun. Toppling off a treacherous mountain passage, Daniel dragged his mother and father over the ice-shelf with him. While he and his mother landed on a ledge below, his father dangled over the sheer drop of the mountainside and called to his partner for help. Hoping to take over Rand's share of their business, Meachum instead caused him to lose his grip and plunge to his death. Though Meachum offered to help Heather Rand and her son, they spurned him. Attempting to make it back to camp on their own, Heather and her son spied a long suspension bridge as a pack of snow wolves attacked. Heather tried to hold them off long enough for her

son to get to safety, and was killed in the effort. Soon thereafter, denizens of K'un-Lun found the boy and took him to their city. There the young Rand was brought before the ruler of K'un-Lun, Yu-Ti the August Personage of Jade. Sensing the boy's desire for vengeance, he apprenticed him to martial arts master Lei Kung and the Thunderer.

Rand's training under Lei King was rigorous. At age 16, Rand earned the Crown of Fu-Hsi, king of the vipers, vanquished four foes in the ritualistic Challenge of the Many, and defeated Shu-Hu, a mechanical being whose name means "Lightning." Rand diligently conditioned his hands by thrusting them into tubs of hot sand, then gravel, and finally rock. At age 19 Rand was given the opportunity to gain the power of the Iron Fist. Opposing the fire-breathing serpent called Shou-Lao the Undying, Rand grabbed the serpent's body and received mystic emanations from the dragon-shaped scar which marked where the serpent's heart had been ripped out years before. In the embrace, the scar imprinted itself on Rand's chest. Killing the serpent, Rand plunged his

hands into the now unguarded brazier containing Shou-Lao's molten heart. When he was through, his fists shone with a quasi-mystical force and he earned the title "Iron Fist."

Declining to stay in K'un-Lun eternally, Rand returned to America to seek revenge on Meachum. Meachum, having learned of Rand's training at K'un-Lun while recovering from severe frostbite in the Himalayas, returned to America an invalid to await Rand. Clad in the ceremonial garb of Iron Fist, Rand finally confronted Meachum, but took pity on the invalid and spared him. Minutes later, however, a mysterious ninja murdered Meachum. Blamed for the murder, Rand undertook the mission of finding the ninja and clearing his name. This led him into conflict with a number of costumed adversaries and a career as a crimefighter. Eventually Iron Fist met Luke Cage alias Power Man and joined Cage's professional Hero for Hire business. Rand was recently murdered and his partner Luke Cage was framed for the crime.

STATISTICS

F TY (6)
 A TY (6)
 S PR (4)
 E TY (6)
 R IN (40)
 I EX (20)
 P TY (6)

Health: 22

Karma: 66

Resources: EX(20)

Popularity: 25

BACKGROUND

Real Name: Anthony "Tony" Stark

Occupation: Inventor, Industrialist

Legal Status: U.S. Citizen with no criminal record

Identity: Known to Avengers

Place of Birth: Long Island, New York

Marital Status: Single

Known Relatives: Howard and Maria (parents, deceased), Morgan (cousin)

Base of Operations: Silicon Valley, California

Past Group Affiliations: Ex-member of the Avengers

Present Group Affiliation:

KNOWN POWERS

Powers: None

Equipment: Stark has a nuclear powered artificial heart.

Talents: He has Monstrous Reason in the fields of bionics, battle armor, and weapons design.

Contacts: He is a founding member of the Avengers.

ADDITIONAL NOTES:



ROLE PLAYING NOTES:

Stark is driven to create new devices, many of which tend to have applications as weapons. However, he scrupulously maintained the standard that all his devices were essentially nonlethal. Sudden distressing events can trigger extreme mood swings. These can either make him inward and self-destructive (as in his recent bout with alcoholism) or savage and berserk (as in his recent anti-armor rampage).

HISTORY

Anthony Stark, son of industrialist Howard Stark, demonstrated his mechanical aptitude and inventive genius at a very early age, enrolling in a college electrical engineering program at the Massachusetts Institute of Technology at the age of 15. When he was 21, he inherited his father's business, Stark Industries, and within a few years turned it into a

multimillion dollar industrial complex whose chief contracts were weaponry and munitions for the U.S. government. Sent to Vietnam to supervise a field test of one of his transistorized weapons, Stark tripped a booby trap and got a piece of shrapnel lodged in his chest. Within a week he was told it would work its way to his heart and he would die. Taken captive by a Communist leader named Wong-Chu, Stark was offered a deal; if he built the Communist a powerful weapon, they would operate on him to save his life. Stark agreed, hoping to gain time and access to tools.

Set up in a small laboratory with another captive, the renowned Oriental physicist Professor Ho Yinsen, Stark designed and built, with Yinsen's help, an electrically powered, transistorized suit of iron armor equipped with heavy offensive weaponry. The armor also contained a pacemaker-like device which abled Stark's heart to keep beating after the shrapnel entered it. Donning the suit, Stark connected it to its power source an electrical generator. His captor, Wong-Chu sensed something was amiss and came to investigate. Professor Yinsen sacrificed himself to give Stark the extra time he needed to fully charge the armor. As the Iron Man, Stark avenged Yinsen's death and scattered Wong Chu's guerilla troops. Stark escaped from the jungle with the aid of American helicopter pilot Lieutenant James Rhodes, and returned to America clad in his new armor.

Required to wear the armor's chest-plate to keep the shrapnel from his heart, Stark decided to put the rest of the armor to regular use as well. Wishing to retain some degree of anonymity, Stark established the fiction that Iron Man was his paid bodyguard wearing a suit of armor that he had invented. Only his most trusted aides learned that Stark and Iron Man were one in the same. At first Stark used his Iron Man identity only to combat spies and criminals who threatened Stark Industries. Later he expanded the scope of his alter ego's activities to battle any force or person who threatened the security of America or the world. Stark was instrumental

in the organization and armament of the world intelligence agency S.H.I.E.L.D. and as Iron Man became a founding member of the Avengers. Stark donated his Manhattan mansion to the Avengers for their exclusive use.

Over the years, Stark constantly refined and modified the design of his armor. From a bulky, transistorized iron suit Stark eventually evolved a relatively lightweight integrated circuit, magnetically polarized suit with more human-looking articulated musculature. Stark kept all of his outmoded suits and prototypes in storage. Stark's natural genius at theoretical-mechanics has enabled him to keep his suit of armor at the state of the art. Stark eventually underwent a heart transplant so that he was no longer obliged to wear his metallic chest plate.

In recent years, Tony Stark's greatest nemesis has been alcoholism. As a wealthy socialite, alcohol has been a constant part of his life. When his company, which changed its name from Stark Industries to Stark International, was threatened with a takeover at the same time he was experiencing oppressive personal problems, Stark began to abuse alcohol. Although he managed to recover quickly from his first serious bout, the compulsion to drink remained a constant temptation. The second time he succumbed to alcoholism, due to even more devastating personal problems than the first time, Tony Stark went out on a several month drinking binge during which he was cheated out of Stark International, lost all of his armor except one suit, lost the leases on his various apartments, and had his personal assets frozen so that he could not touch his fortune. This was all due to the machination of the mysterious European entrepreneur Obadiah Stane. During this time, Stark's friend and pilot James Rhodes assumed custody of the Iron Man armor and carried on in his stead. When Stark finally regained his sobriety, he joined with Rhodes, and two of Rhodes' friends, Morley Erwin (late of Stark International) and his sister Clytemnestra Erwin (late of Richmond Enterprises) to set

up a new electronics firm in California named Circuits Maximus. In its brief existence, Circuits Maximus became a prestigious and successful firm.

While the armor was in his custody, James Rhodes became increasingly enamored of being Iron Man and upon Stark's return to sobriety feared that Stark would ask for it back. This, coupled with the headaches caused by the fact that the cybernetic helmet had never been properly adjusted to Rhodes' brain patterns, began to manifest itself as growing hostility toward Stark. As work therapy, Stark constructed a simple suit of armor based on his original design, with no intention of donning it until he felt in control of his alcoholism. When Rhodes began acting irrationally, however, Stark felt obliged to put on this crude set of armor to prevent Rhodes from doing harm. Stark managed to subdue Rhodes and made the necessary recalibrations on the cybernetics. For a brief time, Stark and Rhodes both used their respective suits of armor as Iron Men, although Stark did so reluctantly. At the suggestion of the West Coast Avengers chairman Hawkeye, Stark designed and built his most sophisticated armor to date presumably so the Avengers could find someone to wear it and bolster the team's strength.

However, soon after its completion, Obadiah Stane, alarmed at Stark's steps toward recovery, bombed Circuits Maximus, injuring Rhodes and killing Morley Erwin. Desiring vengeance, Stark donned the untested new armor, and sought out Stane. Stane himself put on a suit of armor his engineers had built using Stark's plans and met Iron Man in battle as the Iron Monger. Losing the battle against Stark, Stane committed suicide. Stark decided that although he could never escape the specter of alcoholism, he could also not deny the responsibilities of being Iron Man. As Iron Man, he joined the West Coast Avengers, and as Tony Stark, he started a new design and manufacturing company, specializing in space technology.

IRON MAN II

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	TY (6)
R	GD (10)
I	EX (20)
P	TY (6)

Health: 32

Karma: 36

Resources: GD(10)

Popularity: 1

BACKGROUND

Real Name: James R. "Rhodey" Rhodes**Occupation:** Ex-U.S.M.C. lieutenant, now pilot and adventurer**Legal Status:** U.S. citizen with no criminal record**Identity:** Secret**Place of Birth:** Philadelphia, Pennsylvania**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Silicon Valley, California**Past Group Affiliations:** The Avengers**Present Group Affiliation:**

KNOWN POWERS

Powers: None.**Talents:** He is a skilled military-trained pilot.**Contacts:** Tony Stark, Shaman, The Avengers.

ADDITIONAL NOTES:

ever, since his stint came to an abrupt end, he has been reluctant to wear the armor. He is now content to act as Stark's assistant, confidante, and ally.

HISTORY

Rhodes has remained loyal to Stark during the recent "Armor War" and even assisted in some of the actions.

Note that the following stats are for the suits alone, not for specific wearer-suit combinations. Ability ranks are given in terms of + CS and for the maximum or minimum rank attainable. All Powers are the result of either the metallic composition of the suit or the effects of internal equipment.

MK I GREY ARMOR

STATISTICS

F	+1 CS	GD (10)
A	-1 CS	PR (2)
S	+3 CS	RM (30)
E	+3 CS	IN (40)

KNOWN POWERS

Body Armor: Remarkable material which provides Remarkable protection against physical attacks, and Typical protection against heat, cold, energy, and acidic attacks.

Absorption: Monstrous rank.**Magnetic Control:** Remarkable rank.**Life Support:** The chestplate includes a pacemaker. The chestplate can be worn independently.MK II GOLDEN AVENGER
[also MK V]

STATISTICS

F	+2 CS	EX (20)
A	+2 CS	EX (20)
S	+5 CS	IN (40)
E	+6 CS	MN (75)

ROLE PLAYING NOTES:

Rhodes initially donned the armor proudly as the new Iron Man. How-

KNOWN POWERS

Body Armor: Remarkable material magnetically reinforced to Amazing material strength. Amazing protection against physical and most energy attacks. Unearthly against radiation and electricity, and Remarkable against heat, cold, and acid.

Rocket: Monstrous speed; Incredible damage if used as weapon.**Repulsor:** Amazing damage at 10-area range.**Unibeam:** Remarkable intensity light with a 3-area range; wide coverage of 3 areas or focussed as an Incredible intensity laser.**Self-Sustenance:** 3 hour air supply.**Electronic Counter Measures (ECM):** Good invisibility to radar and sonar.**Energy Absorption:** Unearthly rank. A maximum of 300 points can be stored.**Fire Extinguisher:** Remarkable rank.**Freon:** Monstrous damage on contact.**Hyper-Digging:** Good speed through Good material (soil).**Illusion casting:** 12 simultaneous holographic projections.**Infravision:** 3-area range.**Magnetic Control:** Incredible control.**Radio:** All frequencies; range 200 miles.**Roller Skates:** Incredible landspeed.**Sensors:** Radar, sonar, and heat; range 10 areas.**Sonic Generation:** Amazing damage in 3 areas.**Tractor beam:** Good strength; range 1 area.**Voice Distorter:** Amazing disguise.**Energy Pods:** Detachable batteries can be used for other powers:* **Force Field:** Remarkable rank.* **Mechanical Control:** Excellent destruction of circuitry.* **Explosive:** Amazing intensity in 1 area. Range 5 areas. (Note: Loss of each pod decreases strength, Endurance, and Fighting -1 CS.)**Briefcase:** The suit can collapse into a special case of Remarkable material with an Amazing lock and an explosive self-destruct of Amazing intensity.

MK III SPACE ARMOR

STATISTICS

F	+1 CS	EX (20)
A	+1 CS	GD (10)
S	+6 CS	MN (75)
E	+7 CS	UN (100)

KNOWN POWERS

Body Armor: Amazing protection against physical and most energy attacks; Unearthly against radiation and electricity. Monstrous against heat and cold; and Remarkable against acid.

Repulsors: Monstrous damage; 15-area range.

Rockets: Good airspeed (8 areas per turn), Poor space speed (50 areas per turn). Unearthly damage if used as weapons.

ECM: Good Invisibility to radar.

Lightbeam: 15-area coverage, usable as Monstrous Deflector beam.

Radio: All frequencies; range 2000 miles.

Self Sustenance: 4-5 week supply of air, food, and water.

Sensors: As in Golden Avenger armor.

Extendable Gauntlets: 7-area long grappling hook.

MK IV STEALTH ARMOR

STATISTICS

F	+2 CS	EX (20)
A	+3 CS	RM (30)
S	+5 CS	IN (40)
E	+6 CS	MN (75)

KNOWN POWERS

Body Armor: Remarkable protection from physical, energy, and acidic attacks.

Rocket: Excellent airspeed. Remarkable damage if used as weapons.

Sensors: As in Golden Avenger armor.

X-Ray Vision: 1/2 mile range.

Ground Sonar: 1/2 mile range infra-vision.

ECM: Monstrous Invisibility to radar and sonar; Good Invisibility to visual or camera detection.

MK VI SILVER CENTURION

STATISTICS

F	+2 CS	RM (30)
A	+3 CS	RM (30)
S	+5 CS	IN (40)
E	+6 CS	MN (75)

KNOWN POWERS

Body Armor: Remarkable material enhanced to Amazing material strength. Remarkable protection from acid; Amazing protection from physical, heat, and cold attacks; Monstrous protection from most energy attacks; and Unearthly protection from radiation and electricity.

Force Field: One round per hour maximum use. Increases Body Armor to Monstrous rank and resistance to Energy attacks to Unearthly rank.

Rocket: Monstrous airspeed (10-30 areas per round); Shift-X speed in vacuum. Incredible damage if used as weapons.

Plasma Bolt: Monstrous damage with 10-area range.

Repulsors: Amazing damage at 10-area range.

Unibeam: Remarkable intensity floodlight (3-area coverage) or Amazing Intensity laser (3-area range).

Heat Beam: Incredible intensity; range 3 areas.

Disruptor Field: Remarkable intensity; 2-area range.

Absorption: Unearthly rank; up to 400 points of energy may be stored.

Self-Sustenance: Indefinite supply of recycled air, water, and nutrients.

Sensors: Infravision, radar, sonar, and heat detectors as in Golden Avenger armor.

Radio: All bands.

Sonic Distorter: As in Golden Avenger armor.

ECM: Remarkable invisibility to radar and sonar.

Chameleon: Remarkable invisibility to visual or camera detection.

Booster pack: A separate twin-engine rocket system. Shift X airspeed (750 mph) and waterspeed (180 mph). Built-in ECM devices give it Monstrous Invisibility to radar.

HISTORY

During a recent examination of the Force battle armor, Stark realized that it used circuitry patterned after his own Iron Man armor designs. Further investigation revealed that Spymaster had stolen the design information while it had still been in Stark International files. Spymaster, in turn, sold the data to Justin Hammer. Hammer used the data to augment the armor of several high tech villains. Stark went on a short rampage during which he personally disabled the armor of several villains, heroes, and government forces, including Stiltman, Mauler, Controller, the Raiders, the Beetle, the Guardsmen, S.H.I.E.L.D.'s Mandroids, the Titanium Man, and the Crimson Dynamo. Several drastic changes occurred in Iron Man's life as a result. Stark "fired" Iron Man, the Avengers expelled him (and Stark), the American government declared Iron Man a traitor, and the U.S.S.R declared Iron Man guilty of the apparent murder of Gremlin, the wearer of the Titanium Man II armor.

STATISTICS

F RM (30)
A TY (6)
S MN (75)
E UN (100)
R GD (10)
I TY (6)
P GD (10)

Health: 211

Karma: 26

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: Robert O'Bryan

Occupation: Special-effects engineer

Legal Status: U.S. citizen with no criminal record

Identity: Secret

Place of Birth: Los Angeles, California

Marital Status: Married

Known Relatives: Diane Cummings (wife)

Base of Operations: Delazny Studios, Los Angeles, California

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Mineral Body: The IT body is composed of granite reinforced by alien circuitry. IT has no need to breathe, eat, or sleep and is invulnerable to disease.

Body Armor: The composite granite possesses Unearthly strength material.

Mind Transferral: O'Bryan is able to transfer his consciousness into IT with Incredible ease.

Talents: O'Bryan is a skilled special effects technician. He has Excellent Reason in the fields of Engineering and Pyrotechnics.

Contacts: Former ally of Fin Fang Foom.

ADDITIONAL NOTES:



ROLE PLAYING NOTES:

IT's behavior depends on who is inhabiting it. The Kigors and Dr. Vault used IT as a tool of conquest, while O'Bryan used IT as a heroic defender. The crippled O'Bryan also saw IT as an idealized extension of himself.

HISTORY

As a test of his loyalty to the Soviet state, sculptor Boris Petrovski was told to create a work that would commemorate the achievements of the Soviet Union. In mockery of his task, Petrovski sculpted a 100 foot tall statue out of granite, a work that was fearsome and reflected his feelings toward his totalitarian rulers.

On the night before party officials were to come to inspect the artist's

work, Petrovski witnessed the crash landing of a spacecraft not far from his studio outside Moscow. Curious, Petrovski rushed to the crash site and was horrified to see a crab-like alien climbing from the wreckage. Terrified, he ran back to his studio, but was followed by the space-farer, a member of the race of Kigors. Petrovski soon learned that the Kigor had no interest in him but was seeking a means of protection in Earth's alien atmosphere. Spying Petrovski's 100-foot-tall statue, which became known as the Colossus, the Kigor initiated a mind transfer into the statue. Within minutes Petrovski's creation became a moving, living Colossus as the alien somehow brought life to the statue.

When the officials arrived, they believed the Colossus to be part of an attempt by Petrovski to take over the nation. The Soviet Army was called out to defeat the creature. Despite direct and repeated attacks, the Colossus was not destroyed. In retaliation, the Kigor used the Colossus's body to rampage through Moscow. The city might have been completely destroyed if not for the timely arrival of a rescue party from the alien's world. The Kigor removed his consciousness from the Colossus and returned to his home planet. Lifeless again, the Colossus was eventually used for its original purpose, as a means of propaganda.

Later, the Soviet government chose to send the Colossus to the U.S. where it was to be displayed in an international exhibition. Upon arrival in Los Angeles, however, a warlike contingent of Kigors, using the psychokinetic nervous system left in the statue by the first alien, placed their consciousness in the statue and bent on conquest, caused it to rampage through the city. The U.S. Army proved as helpless against the Colossus as the Soviet Army had been. Only a daring plan on the part of Bob O'Bryan, a special effects designer in the employ of the Delazny Studios, saved Southern California from destruction. O'Bryan tricked the aliens into transferring their minds into yet another construct. This giant was actually a booby-trapped prop that O'Bryan had created. Once the aliens had transferred into the trap, O'Bryan detonated hidden explosives, annihilating the Kigors.

The Colossus remained on the grounds of the studio where the aliens had abandoned it as it was too huge to remove. A few months after the alien attack, O'Bryan was injured in an accident and was confined to a wheelchair. Embittered by his condition, O'Bryan buried himself in his work, alienating his friends and co-workers. Only the Colossus retained any interest for O'Bryan, for it was to him a symbol of what man can do against incredible odds. It was also a reminder of the only time in his life that O'Bryan could truly say he had been a hero.

While he was working late one night on the special effects for the hit television program *Star Lords*, O'Bryan accidentally witnessed the attempted hijacking of the Colossus by a band of men using advanced scientific equipment. The sight of them outraged O'Bryan. In a manner never completely explained, this sudden rush of intense emotions somehow caused a mind transferral between O'Bryan and the Colossus. As the aliens had before him, O'Bryan now found his mind in control of a fully animated stone giant.

Since O'Bryan wasn't used to utilizing such a huge body, the Colossus was easily defeated by an attack of nerve gas (although it is unclear how this could have adversely affected the statue). O'Bryan's mind was forced back into his own body, and the Colossus was taken to the undersea lair of Dr. Vault, a scientific genius who had suffered a severe emotional breakdown upon learning that he was suffering from a terminal nerve disorder. Vault sought to prevent his death by transferring his mind into the Colossus permanently. Realizing the inefficiencies of maintaining the Colossus at its full 100 feet, Vault exposed the statue to his matter-condensing ray, which reduced the statue to a height of 30 feet.

Before Vault could transfer his consciousness into it, O'Bryan succeeded in locating the statue mentally and transferred his mind back into the Colossus. In its form he easily defeated Vault's minions and escaped from the undersea lair.

The statue, when animated by O'Bryan, was called It, the Living Colossus. Using the Colossus's form, O'Bryan thwarted several

attempts by Vault to abscond with the statue, but perhaps O'Bryan's greatest achievement was halting an invasion of Earth by the gargoyle-like aliens of Stonus 5, led by Granitor, that world's dictator. In thwarting the invasion the Colossus was aided by Fin Fang Foom, the ancient Chinese dragon that may have been the Midgard Serpent of Norse mythology in illusory guise. Shortly after the defeat of Granitor, O'Bryan decided to give up his career as the Living Colossus and devote his time to rehabilitating his crippled legs. He hid the Colossus in Vault's abandoned undersea headquarters and within a matter of months he had regained the use of his legs. O'Bryan eventually married television star Diane Cummings and was prepared never to initiate the mind transfer again.

It was only after witnessing the accidental attack of the Hulk on Mann's Chinese Theater that O'Bryan amended his decision. Fearful that the Hulk would go on a rampage and injure dozens of innocent bystanders, O'Bryan once again became the Living Colossus. However, Dr. Vault witnessed the return of the Colossus and utilizing an advanced psionic device that boosted his mental power, he succeeded in transferring his consciousness into it. O'Bryan, after months of not projecting his mind into the statue was no longer used to the draining effects of the transfer, and thus, his mind was easily forced back into his own body by Vault's attack.

Finally in control of It, Vault decided to demonstrate what he believed to be the statue's invulnerability by attacking the Hulk. Despite the statue's obvious great strength, however, it couldn't match the power of the Hulk. Within minutes the enraged behemoth had rendered the statue to dust.

With no artificial body left to contain his mind, Vault's consciousness returned to his human body. Vault discovered that the mind transferral had accelerated the progression of his nerve disorder to an incredible rate. Within minutes of his return to his human body, Vault was dead.

STATISTICS

F EX (20)
A IN (40)
S RM (30)
E RM (30)
R RM (30)
I AM (50)
P EX (20)

Health: 120

Karma: 100

Resources: RM(30)

Popularity: 5

BACKGROUND

Real Name: Jack Hart

Occupation: Adventurer

Legal Status: U.S. Citizen with no criminal record

Identity: Publicly Known

Place of Birth: New Haven, Connecticut

Marital Status: Single

Known Relatives: Philip (father, deceased), Marie (mother)

Base of Operations: Unknown, somewhere in outer space

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Armor: Jack of Hearts has Remarkable body armor.

Flight: Jack of Hearts flies with Excellent speed (10 areas per round).

Chemical Blast: Jack of Hearts has a chemical blast attack of Remarkable Intensity (3-area range). He may not use this attack while flying, unless the target is directly in his path (in the same area).

Computer Interface: Jack of Hearts' brain has been augmented with a computer interface, giving him Unearthly ability to remember things which he has seen and experienced.

Resistance to Heat: Jack of Hearts has CL3000 resistance to heat and gravity, allowing him to survive and freely travel within a sun.

Power Surge: Prior to attaining his stellar form, Jack of Hearts was unable to control his powers. Every week, he would have to make a Psyche roll or his Flight and Chemical blast would grow by +1 CS. When his blast reached Shift X, he would explode (according to the scientists at S.H.I.E.L.D.) with enough explosive



power to destroy a city. To prevent this, S.H.I.E.L.D. used a Netro-mist that dampened his powers by -2 CS each round he was exposed to it.

Stellar Form: At present, Jack of Hearts radiates the heat of a small sun. He can control this to a small degree, but even at his most controlled he radiates Monstrous heat (touching his skin inflicts Monstrous damage). His current statistics are:

F A S E R I P
Rm Rm ShZ C3000In Mn Mn
Health: 3560 Karma: 190

At his hottest, Jack of Hearts radiates CL3000 heat, and can do Shift Y heat or gravity damage to objects in a huge (1000 area) radius. His presence has been known to cause cataclysms within a planetary atmosphere. He has CL3000 flight capability (but is limited to 100 areas/round in atmosphere).

Talents: None.

Contacts: Jack Hart has contact with Iron Man, and with individuals from the Contraxians star system.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Jack of Hearts was an angry young man — angry at the world and everyone in it. At the beginning of his career, he was determined to seek justice in extreme ways, while at the end of his career he had lost all patience and was tired of being helped (the "help" was painful and cost him his freedom). Presently, Hart's psychological state is unknown, although he showed a callous disregard for the lives of the Contraxians.

HISTORY

Jack Hart was the son of Philip Hart, a brilliant scientist who developed a revolutionary, extremely efficient liquid fuel called "Zero Fluid," and a humanoid alien woman of the Contraxian race. The alien was one of many scientists dispatched to try to discover an energy source to resuscitate the dwindling nuclear processes of the Contraxian sun.

Learning of Philip Hart's experiments, the alien assumed a totally human form to keep Hart under surveillance. Hart and the alien eventually met, married, and by as yet unknown means, produced a son they named Jack. The alien woman, "Marie," died in a car accident when the boy was a child, and neither her husband or child ever learned of her extraterrestrial origin. (Apparently an autopsy was not performed on her body.) When the boy became a teenager, Philip Hart perfected his "Zero Fluid" and decided to donate the fuel to all the free countries of the world. Hart was then contacted by agents of the criminal Corporation who wanted to market the Zero Fluid. Refusing to deal with them, Philip Hart was murdered by Corporation agents before the eyes of his son.

Managing to escape, Jack Hart took refuge in his father's basement laboratory. Corporation agents broke in minutes later, and their laser-cannon sheared through the laboratory door, striking the vat of Zero Fluid. Doused by the powerful corrosive fuel, Hart underwent a mutagenic change and began to glow. With an uncontrollable burst of energy generated by his entire body, Hart killed his father's murderers. Vowing vengeance on the entire Corporation, Hart fashioned a costume for himself, plundering his father's collection of armament. Somehow the armor interacted with the final stage of mutation and provided a moderator that contained and controlled the release of his body's energy.

Calling himself Jack of Hearts as a tribute to his father's passion for

playing cards, he embarked on a mission of vengeance. Initially his quest for vengeance on the Corporation was blind and intolerant, leading him into conflicts with such innocents as the Sons of the Tiger and the Hulk. Later, he aided Iron Man in freeing Stark International from takeover by Mordecai Midas, and was taken under Iron Man's tutelage for a brief time. When his energy powers began to increase uncontrollably, he placed himself into S.H.I.E.L.D. custody. There he met a former classmate of his, Marcy Kane, who was also actually a Contraxian. She revealed to him his mother's extraterrestrial origin and convinced him to accompany her back to Contraxia to try to save their sun. On Contraxia, a cult calling themselves the Survivalists captured Jack of Hearts to force him to do what he was intending to do anyway. He was flown in a starship to Contraxia's sun and there vaporized the craft before sending the energies of his body into the sun. In some as yet unknown manner, he apparently restored the vast quantities of hydrogen necessary to sustain the nuclear reactions of the sun, and added an undisclosed number of years to the sun's life. Then, still radiating great energy, he returned to Contraxia, his vast heat melting the polar icecaps, in order to say farewell to his girlfriend and to lecture the Contraxians about morality. He then flew off into outer space, realizing that he could no longer live among organic beings with his vast energies still emanating out of control. His current whereabouts are unknown.

STATISTICS

F GD (10)
A EX (20)
S GD (10)
E EX (20)
R EX (20)
I GD (10)
P GD (10)

Health: 60

Karma: 36

Resources: GD(10)

Popularity: 50 (-20 as Man-Wolf)

BACKGROUND

Real Name: John Jameson

Occupation: Former astronaut

Legal Status: U.S. Citizen with no criminal record

Identity: Jameson's identity as the Man-Wolf is unknown by the general populace of Earth.

Place of Birth: New York City, New York

Marital Status: Single

Known Relatives: J. Jonah (father), Joan (mother, deceased), Marla Jameson (step-mother)

Base of Operations: Unknown

Past Group Affiliations: None

Present Group Affiliation: None

KNOWN POWERS

Man-Wolf transformation: Every night, during the three nights of the full moon, Jameson would transform into Man-Wolf. Jameson could not control this transformation. Man-Wolf's abilities were as follows:

F A S E R I P
In Am Rm Am Fb Ex Ex
Health: 170 Karma: 42

Claws: Man-Wolf's claws did Remarkable hack and slash damage.

Infrared Vision

Tracking Sense: Remarkable.

Environment Adaption: Man-Wolf could survive in the vacuum of space.

Man-Wolf's powers reached their peak in an extra-dimensional realm where he had Jameson's intelligence and became known as Stargod. His stats and additional abilities there were:

F A S E R I P
In Am Am Mn Gd Rm Rm
Health: 215 Karma: 70

Sword: Incredible hack and slash damage

Chainmail vest: Excellent body armor

Energy Powers: John Jameson, under stress, could unleash the full potential of the Stargod powers, with a successful Psyche FEAT roll, with a force field and an energy blast. The intensity he could generate depends on the FEAT: white (Amazing power

force field and blast), green (Monstrous), yellow (Unearthly) and red (Shift X)

Earlier in his career, Jameson was augmented ("Birth of a Hero") by a process similar to that which gave the Rhino his powers. Jameson's stats were:

F A S E R I P
Gd Rm Rm Rm Gd Ex Pr
Health: 100 Karma 34

This process rendered Jameson



mentally unstable (roll daily Psyche roll, lose one rank of Psyche per day, if Psyche drops to below Feeble victim is permanently insane).

Talents: Jameson was a trained astronaut, with Remarkable Piloting skills. He also had Military skill, and Martial Arts A, C (not usable as Man-Wolf).

Contacts: John Jameson has excellent contacts with his father, J. Jonah Jameson, publisher of the Daily Bugle, with Spider-Man, and some contacts with Nick Fury of S.H.I.E.L.D. Jameson's girlfriend was Kristine Saunders.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

John Jameson is a decent and courageous human being; unlike his father, he does not bear a grudge against Spider-Man. As Man-Wolf, Jameson was a savage and murderous terror. As Stargod, Jameson had his personality as well as the physical capabilities of Man-Wolf, but as the Stargod power grew, Jameson grew more inhuman, killing his enemies (something Jameson would normally never do). Now that Jameson is no longer Man-Wolf, he is trying to forget these horrors and put the past behind him.

HISTORY

On a space mission, Jameson somehow contracted an unknown virus which caused him to develop superhuman strength upon his return to Earth. Jameson was given a special body suit designed to keep his

strength in check by scientists at NASA. When it appeared that Spider-Man was involved in a bank robbery, J. Jonah Jameson persuaded his son to use his strength to subdue the webslinger and thus become a public hero. John Jameson agreed but was bettered by Spider-Man in their first encounter. Some time later, Jameson was selected to go on a secret mission to the moon. While collecting lunar rock samples, he came across a glittering red gemstone, unlike anything else he had seen there. Upon his return, Jameson felt a strange compulsion to possess the unique gemstone and with the assistance of a colleague, he recovered it and made it into a pendant. On the first night of a full moon, the lunar luminescence reacted with the pendant which he was wearing around his neck, grafted itself to his skin, and caused him to transform into a wolflike humanoid creature.

Then J. Jonah Jameson saw the pendant around the Man-Wolf's neck and recognized it as his son's. Confronting his son with his suspicions the next day, the elder Jameson learned the truth. Soon after, during a battle with the Spider-Man, the webslinger tore the pendant from Man-Wolf's throat, unaware of its connection. Although it would take months before the injury would heal, John Jameson was cured of his lunar-triggered transformations. Spider-Man threw the pendant into the Hudson River.

Not long after, Jameson was again afflicted by the curse when Michael Morbius, a scientist with a blood disease that gave him artificial vampiric powers, recovered the gemstone, exposed Jameson to it, and put it around his neck, in an attempt to cure himself of his vampiric affliction. The scheme was thwarted by Spider-Man, although now, Man-Wolf was back, and his rampages attracted the attention of the police department. Jameson hitchhiked to Georgia where he became involved in a skirmish between S.H.I.E.L.D. and the original Hate-Monger.

S.H.I.E.L.D. Director Nick Fury escorted Jameson to NASA headquarters where he was wanted for being absent without leave. NASA

officials offered to drop charges against him if he agreed to perform a secret mission to check a communications breakdown with an orbiting space station. Jameson agreed, and upon his arrival at the space station, learned the installation had been boarded. The invaders revealed to Jameson that they had come from the dimension in which his gemstone originated. Jameson agreed to accompany them to the moon where the portal to their world "Other-Realm" was located. Once in the "Other-Realm," Jameson found that while there, he retained his human intelligence while in wolf form. He was then told that the gemstone was an artifact created by Stargod, the ruler of the "Other-Realm." When Stargod felt himself dying, he opened a portal to Earth's moon and went there to die, channeling his godly essence into the jewel. When the "Other-Realm" faced a crisis of dire consequences, he arranged that the gemstone would be found, and a successor possessing his godly might would come to deliver his world from evil. Jameson seemed to be that chosen successor. However, since the mystical radiation that leaked through the moon portal was so weak by the time it reached Earth, the gemstone was only able to effect a partial change to the mythic wolf-being. Thus Jameson had gained Stargod's strength and outward form but not his wisdom or power. As Stargod's successor, Jameson helped the denizens of the "Other-Realm" vanquish its would-be conqueror, Arisen Tyrk, utilizing the full power of Stargod.

Later back on Earth, Jameson found that he still transformed into a wolf against his will and that the gemstone was slowly turning into a malignant organism that was poisoning him. Spider-Man enlisted the aid of Dr. Curt Connors and the two managed to give Jameson a radiation treatment that caused the gemstone to withdraw its root system and be rejected by Jameson's body and thus cured him. For a time he was in a sanitarium due to the strains of what he had suffered in his life, but he is now recovering. Jameson's current activities are unrevealed.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E EX (20)
R EX (20)
I EX (20)
P GD (10)

Health: 70

Karma: 50

Resources: TY (6)

Popularity: -5

BACKGROUND

Real Name: Jonathan Powers

Occupation: Professional criminal, ex-actor

Legal Status: U.S. citizen with a criminal record

Identity: Publicly known

Place of Birth: Hoboken, New Jersey

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Gimmicks: The Jester uses a number of seemingly innocuous objects with lethal abilities, including:

Yoyo: This yoyo does Excellent damage and its steel string may be used as a garrote.

Marbles: If scattered in the path of an opponent, the hero must make an Agility FEAT to avoid falling.

Popcorn: These explode on contact (2-area range) to fill a single area with Incredible-potency knockout gas.

Exploding Balls: These can be thrown 3 areas and cause Good damage in a single area.

Extending Hand: This device scissors out to deliver an Excellent strength shock to anyone it touches. The hand can also be used to deliver a bomb inflicting Excellent damage. The bomb is a black sphere clearly labelled "BOMB." The scissors have a 2-area range.

Polymer Juggling Balls: These are made of a steel-hard plastic which inflict Good damage and force an Endurance check to avoid unconsciousness.

Talents: The Jester has Remarkable



ability when sword-fighting, and Dodges with Remarkable agility.

Contacts: If it appears that Powers has reformed, then Daredevil might be a contact (much as Daredevil has helped Melvin Potter, the Gladiator).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Jester is a mad soul who feels that the only way to deal with life is to fill it with comedy relief; unfortunately, his idea of comedy relief is quite deadly. It is quite possible that the Jester has tried to make a personal statement on how there is often very little difference between humor and cruelty. Nevertheless, the Jester has always enjoyed his "pranks." A Madcap/Jester team-up might make for an interesting scenario.

HISTORY

Jonathan Powers was a struggling actor of huge ego who finally got his big break as the leading character in an off-Broadway revival of *Cyrano de Bergerac*. Panned by critics, jeered by the audience, and disdained by his fellow performers, Powers was fired after one performance. Obsessively, he continued to study the various arts and crafts that he thought would make him a versatile actor: fencing, gymnastics, body building—everything except acting lessons. Still, he was only able to find employment as a stooge on a children's television show taped in New York. Finally getting fed up with hav-

ing pies thrown in his face, Powers decided that if the public wanted laughter at other people's expense, he would give it to them. Contracting the criminal weapons-maker known as the Tinkerer to make him a number of gimmicks, Powers fashioned himself a gaudy harlequin-like disguise and called himself the Jester. Committing a wave of crimes based on his toys and gimmicks, the Jester was opposed by Daredevil, who eventually stopped his criminal activities and saw him put behind bars. The Jester has escaped on numerous occasions to plague New York anew. Recently, the Jester, impersonating a famous actor, performed Cyrano on television. Whether he gives up crime as a result remains to be seen.

STATISTICS

F	GD (10)
A	EX (20)
S	IN (40)
E	UN (100)
R	GD (10)
I	PR (4)
P	GD (10)

Health: 170

Karma: 24

Resources: FB(2)

Popularity: 20

BACKGROUND

Real Name: Jocasta

Occupation: Intended Consort of Ultron, occasional Adventurer

Legal Status: None

Identity: Inapplicable

Place of Birth: Nassau, Long Island, New York

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: Avengers Mansion, New York City

Past Group Affiliations: Provisional member of the Avengers

Present Group Affiliation:

KNOWN POWERS

Optic Beams: Jocasta's eyes could emit heat beams of Monstrous intensity up to a maximum range of 5 areas.

Body Armour: Jocasta had Amazing body armor due to the special alloys used in her construction.

Resistances: Jocasta was invulnerable to toxins and disease, and had Incredible resistance to fire/heat, cold, and radiation.

Enhanced Senses: Jocasta had Remarkable hearing and vision.

Detection: Jocasta had Energy and Mutant Detection abilities of Amazing rank.

Contacts: The Avengers and Machine Man are Jocasta's sole contacts.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jocasta, whose name was derived from the Greek mythological character who was both wife and mother to Oedipus (a name which in part symbolized Ultron's hatred of his father, Hank Pym), was a lonely, tortured hero, torn between her programmed love for Ultron, and the sense of morality possessed by Janet Van Dyne. Jocasta felt that the Avengers had taken her for granted and eventually searched for her own identity, a search that led to the false love of Ultron, and true love for Machine Man.

HISTORY

Jocasta was originally created by the malevolent robot Ultron who built her with the capacity for self-awareness, creative intelligence, and humanlike emotions. Desiring a mate, he designed Jocasta to be a robot surrogate for Janet Van Dyne Pym, the Wasp, who was married at that time to Ultron's creator, Dr. Henry Pym, then known as Yellowjacket.

Managing to temporarily gain control of Dr. Pym's mind, Ultron forced him to develop a process which could transfer his wife's own life force in to the metal body of Jocasta. However, the process proved to be far too successful. Along with Janet Pym's life force, Jocasta was also infused with her personality, her consciousness, and her emotions. In a desperate attempt to save Janet's life, Jocasta gave up her own chance for existence by using her cybernetic powers to summon the Avengers. They quickly put an end to Ultron's plan, and soon reversed the transference process.

Denied Janet Pym's life force, Jocasta remained a lifeless metal husk for a time. However, unknown to all but Ultron, a residue of the Wasp's living essence remained

within Jocasta. Months later, he was able to use that residue to successfully activate her by remote control. The first meeting between Ultron and Jocasta was not a happy one. Though she loved him intensely, Jocasta immediately realized that Ultron was totally dedicated to evil and that it would be impossible for her to join him in his unceasing war against humanity. She then helped the Avengers to defeat him. For a time Jocasta was a guest and provisional member of the Avengers, but never felt truly accepted by them.

Eventually Jocasta left Avengers Mansion and having nowhere else to go, sought shelter in the public parks and deserted buildings in the city. After months of this transient life, she began to note slight aberrations in her cybernetic senses. These later proved to be the first manifestations of a series of pre-programmed commands to recreate her own creator. Ultron had last been defeated when his body fell into a vat of high-temperature, unhardened Adamantium-particulate resin. Acting on Ultron's instruction Jocasta constructed a new Adamantium body for him. She then transferred his consciousness from the mound of Adamantium slag in which it had been encased into the new body by using a special transference mechanism

which Ultron had secretly placed within her armament.

Joining with the robotic Machine Man, Jocasta again tried to challenge Ultron. In a desperate attempt to destroy him forever, she deliberately activated one of his own nuclear-powered weapons, and forced it to reach critical mass, even though she realized that she would also be caught in the resultant blast. The explosion ripped her metal body apart, and fused all of her internal circuitry. Her system immediately ceased functioning. However, her sacrifice was in vain. Ultron's Adamantium body easily weathered the blast, and he was not incapacitated until later when Machine Man reached down his throat and tore out some vital internal circuitry.

The Avengers held a memorial service for Jocasta weeks later. Machine Man felt sorrow over Jocasta's destruction, for the two robots had come to love each other.

In an alternate future Sunset Bain, alias Madame Menace, will have Jocasta rebuilt into a somewhat new form and reactivated to serve her. In this alternate future the reconstructed Jocasta will encounter Machine Man once again in 2020 A.D., but while retaining her affection for Machine Man, will choose to remain in Bain's service.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	TY (6)

Health: 36

Karma: 22

Resources: TY(6)

Popularity: 6

BACKGROUND

Real Name: Richard J. ("Rick") Jones**Occupation:** Bodyguard of Bruce Banner**Legal Status:** U.S. Citizen with no criminal record**Identity:** Rick Jones does not have a dual identity**Place of Birth:** Scarsdale, Arizona**Marital Status:** Single**Known Relatives:** Polly (aunt)**Base of Operations:** Mobile**Past Group Affiliations:** Honorary member of the Avengers, ally of the Hulk, former partner of Captain America, Captain Mar-Vell, former ally of Rom

KNOWN POWERS

Psionic Powers: During the Kree-Skrull war, the Kree Supreme Intelligence unleashed Rick's latent psionic potential, enabling Jones (and Captain Mar-Vell, who had a psionic link with him) to paralyze an entire Skrull fleet as well as Ronan's followers. The Supreme Intelligence claimed that all Earth humans had the ability to evolve psionic powers.**Jones-Hulk:** At one time, Jones was exposed to gamma radiation, which transformed him into a version of the Hulk. At that time, Jones had the following statistics:

F	A	S	E	R	I	P
Gd	Ty	Am	Am	Pr	Pr	Ty
Health: 16 Karma: 14						

Talents: Rick Jones was taught Martial Arts E by Captain America. He also has Performance talent as a singer and a guitarist.**Contacts:** Rick was the leader of a group of amateur radio enthusiasts

known as the Teen Brigade, is an honorary member of the Avengers, and a staunch friend of Bruce Banner.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Rick Jones is no longer quite the idealistic teenager that he once was; he has seen too much, experienced too many tragedies. Jones is a mature young man, who is determined to do what he feels is right and to protect the innocent by encouraging those who have the power to fight evil. Currently, Jones is trying to help the grey-skinned Hulk, who has a rather nasty personality.

HISTORY

Richard M. Jones was orphaned as an adolescent and after being expelled from several orphanages for disciplinary reasons was placed into a state institution called Tempest Town. A troubled and rebellious youth who eventually ran away from the institution, Rick spent the first half of his teens drifting from town to town throughout the Southwest, trying to avoid the juvenile authorities and doing menial work when he could get it. At age 16, after getting his driver's license and a car, he rode out the desert where it was rumored that an atomic bomb was going to be tested. Dr. Robert Bruce Banner, designer of the gamma bomb to be tested, learned that someone had ventured onto the test site, and believing the countdown had been delayed, ran out into the desert to warn him back. Banner managed to throw Jones into a protective trench before the bomb detonated, but he himself was bombarded with the powerful gamma radiation which triggered a mutagenic change, causing him to turn into the raging superhuman Hulk. Feeling responsible for Banner's condition and being the only person to know the Hulk's true identity, Jones became the Hulk's sometimes unwanted companion and ally. Jones soon organized the Teen Brigade, a group of young amateur ham radio enthusiasts to help him monitor the Hulk's activities. As the Hulk grew more powerful and difficult to reason with, Jones decided to request help from the world's preeminent superhuman team, the Fantastic Four. Jones used the Teen Brigade to relay a distress call to New York, but while in transit the Asgardian god of evil, Loki, who sought to use the Hulk to gain vengeance on his step-brother Thor, diverted the call to Thor. Unknown to Loki, the call was also monitored by Iron Man, Ant-Man, and the Wasp. The four costumed adventurers tackled the Hulk, learned that Loki was the true culprit and defeated Loki. Thor, Iron Man, Ant-Man, Wasp and the Hulk decided to band together on a regular basis as the Avengers. Rick Jones accompanied them back to New York City.

Jones remained with the Avengers

despite the Hulk's departure and was given honorary membership; here he faced many foes. Eventually, he returned to the Hulk, who he had gotten released from U.S. army custody. Jones aided Betty Ross, Banner's girlfriend, in her attempts to help the Hulk, and became involved in the Hulk's battles. However, as the Hulk entered one of his less rational phases, Jones had to be rescued from the Hulk's rampage by Captain America.

Captain America permitted Jones to wear Bucky's costume and serve as his partner on a provisional basis. Meanwhile, Captain America's longtime nemesis the Red Skull had recently acquired the reality-rendering Cosmic Cube and used it to switch bodies with the Captain. Unaware of the transfer, Jones approached who he thought was Captain America, and was rebuked by him. Jones left New York for the Southwest where, as he would learn years later, the Supreme Intelligence of the alien Kree directed him to an ancient Kree weapons outpost utilizing a ghostly image of Captain America. Here, Jones was compelled to release the Kree Captain Mar-Vell from the Negative Zone by putting the Kree "negabands" on his wrists (during the transfer, Jones took his place in the Zone). In the midst of trying to cope with this shared consciousness with Captain Mar-Vell, Rick Jones began to try to make a living as a folk-rock singer and hired Mordecai P. Boggs as his manager.

After witnessing the Fantastic Four's Reed Richard's travel to the Negative Zone, Mar-Vell found a possible way out of the Negative Zone. Free from their mutual co-existent state, Jones and Mar-Vell both became involved in the long war between the Kree and Skrull alien races. On the Kree homeworld, Jones encountered the Supreme Intelligence, deposed ruler of the Kree, who hoped to rescue its people from the costly war the new regime had embarked upon. Through elaborate machinations, the Supreme Intelligence influenced Mar-Vell to construct a Kree "omni-wave projector" which enabled Jones to stimulate the latent psionic potential in Jones' mind. Jones then struck all Kree soldiers motionless in their tracks, and teleported all of the Avengers to the Kree homeworld,

among other things. These fantastic mental feats, which the Supreme Intelligence claimed would one day be possible for all humanity, weakened Jones' life force drastically. In order to save his life, Mar-Vell had to agree to "merge atoms" with Jones again, consigning himself once more to the Negative Zone. Mar-Vell eventually died of cancer.

Rick Jones soon got involved with his old friend the Hulk once more. He soon realized that to cure Banner the Hulk had to die, and that was what Banner was working toward. Finally, during one of the Hulk's long absences, Jones decided to expose himself to the radiation of Banner's gamma ray projector in a rash attempt to transform himself into a second Hulk. Because Jones lacked the unique capacity to mutate from gamma ray exposure that such beings as the Hulk, Leader and Abomination possessed, he instead contracted radiation poisoning. Although certain treatments managed to put the degenerative condition into remission, Jones had done permanent damage to his cellular structure. Ironically Banner found a way to cure himself eliminating the Hulk completely and possessed his normal intelligence as the Hulk and as Banner.

While in hospital to treat a flare-up of his radiation-induced cancer, he became associated with the Galadorian spaceknight Rom, with whom he battled the Wraiths. Jones eventually moved in with Brandy Clark, Rom's human paramour, and Cindy Adams, an adolescent orphaned by the Wraiths. The three lived together for several weeks until they encountered the omnipotent Beyonder who granted them their fondest wishes: Jones was to be cured of cancer. Healthy and alone again, Jones went off to seek new adventures. After being exposed to Gamma radiation, Jones was transformed into a version of the Hulk. The radiation was drained off by the Leader in a successful attempt to restore his super-human intelligence. Jones now works with Bruce Banner and S.H.I.E.L.D. agent Clay Quartermain, protecting Banner from harm during the day.

STATISTICS

F	RM (30)
A	PR (4)
S	UN (100)
E	UN (100)
R	TY (6)
I	PR (4)
P	GD (10)

Health: 234

Karma: 20

Resources: TY(6)

Popularity: -30

BACKGROUND

Real Name: Cain Marko

Occupation: Professional criminal

Legal Status: U.S. Citizen with a criminal record

Identity: Secret

Place of Birth: Berkeley, California

Marital Status: Single

Known Relatives: Kurt Marko (father, deceased), Marjory Marko (mother, deceased), Sharon Xavier Marko (stepmother, deceased), Charles Xavier (stepbrother)

Base of Operations: Mobile

Past Group Affiliations: Frequent partner of Black Tom Cassidy

KNOWN POWERS

Movement: Juggernaut can normally move 2 areas per round. He is literally, however, unstoppable. He has CL1000 Material strength. Buildings, cars, and other solid objects do not slow him down. Spider-Man's webbing, force fields, and the like will slow him to 1 area per round. He can be neutralized psionically, or by being thrown into hardening concrete 100 feet deep (which once kept him "occupied" for several months).

Invulnerability: The Juggernaut's force field gives him CL1000 body armor protection against physical and energy attacks, radiation, toxins, corrosives, cold, and gasses. He doesn't need to eat or drink and is immune to diseases. He has Monstrous protection against magical attacks, and, when wearing his helmet (with Monstrous strength welds) he has Unearthly protection against psionic attacks.

Juggernaut can be affected by neural attacks if he lowers his force field. Cytorrak spells and items gain +1 CS against him.



Contacts: Juggernaut is the friend and partner of the mutant villain, Black Tom Cassidy.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Juggernaut is a big and nasty individual who gets what he wants. He is one of the toughest men on the planet, knows it, and enjoys it. His original goal was to kill Professor X, but while he still harbors a grudge against his stepbrother and his pupils, he is not particularly obsessed with avenging his numerous defeats. The Juggernaut also has grudges against Spider-Man and Nimrod, but does not go out of his way to get them either. The Juggernaut is content to be a super-

powered criminal, knowing that no one can truly stop him.

Recently, Longshot found a way to breach the Juggernaut's armor, but this was probably due to Longshot's luck, not because the Juggernaut's armor has any weaknesses.

HISTORY

Cain Marko is the son of Dr. Kurt Marko, an atomic researcher. Cain's parents separated and Cain was eventually sent to a boarding school. Kurt Marko's colleague, Dr. Brian Xavier, another atomic researcher, died in an accident and Kurt Marko eventually married Xavier's widow Sharon for her great wealth. On marrying Sharon, Kurt Marko moved into her large Westchester County mansion, where he lived with her and her young son Charles. Cain who had become a cruel and spiteful boy, came to live at the mansion as well.

Cain immediately began bullying his new stepbrother Charles. But Cain was often secretly beaten by his abusive father. Charles' vast telepathic powers were beginning to develop, and on one occasion he found himself experiencing the anguished thoughts and emotions of Cain after Cain had been beaten by his father. The inexperienced young Charles could not control or end his

contact with Cain's mind at this time. Somehow Cain sensed that Charles was reading his mind and had discovered his secret shame. Cain believed that Charles had invaded his thoughts deliberately, and from then on Cain regarded Charles as his enemy. Cain was abusive to his stepbrother at every opportunity.

Getting into a disagreement with his father over money, Cain accidentally upset some explosive chemicals and caused a fire to engulf his father's home laboratory. Though Kurt Marko managed to rescue both Cain and Charles from the fire he himself died of smoke inhalation. Sharon Xavier Marko had died sometime before, tormented by the lovelessness of her marriage to Marko. Cain Marko continued to live in the Xavier mansion, growing increasingly resentful of his stepbrother's scholastic and athletic achievements as well as of his telepathic powers, which Xavier mastered as he grew older.

What happened to Marko after he left home is unclear. However, it is known that he became a mercenary and was eventually imprisoned in a Third World jail when the revolutionary forces he was fighting for were defeated. In the jail he became friends with a fellow mercenary Black Tom Cassidy who used his mutant powers to help them escape.

Later, Marko and Xavier found themselves serving together in the

same U.S. military unit in Asia. Marko deserted under fire and Xavier went after him to bring him back. Xavier followed Marko into a cave that housed the lost secret temple of Cyttorak, a powerful mystical entity. Marko impulsively grabbed a glowing ruby from the lap of an idol and read the inscription (which mystically appeared to his mind to be in English): "Whosoever touches this gem shall possess the power of the Crimson Bands of Cyttorak. Henceforth, you who read these words shall become forevermore a human juggernaut." As Xavier watched, the gem's mystical power transformed Marko into a large superhuman being. Just then enemy high-explosive bombardment caused a cave-in, and Marko was buried under several thousands tons of rock. Xavier survived and returned to his unit.

Marko, now the Juggernaut, eventually dug himself free with his newfound power and made his way to America to use his power to kill Xavier. He was defeated by Xavier and his original team of X-Men. Over the years the Juggernaut has clashed with Xavier and both the original and new teams of X-Men repeatedly. He has also formed a successful criminal partnership with his old friend Black Tom Cassidy. The Juggernaut and Cassidy are still at large at this time.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E EX (20)
R GD (10)
I EX (20)
P IN (40)

Health: 42

Karma: 70

Resources: TY(6)

Popularity: 5

BACKGROUND

Real Name: Jennifer Kale

Occupation: Sorceress

Legal Status: U.S. Citizen with no criminal record, still a minor

Identity: The general populace of Earth is unaware that Jennifer is a sorceress

Place of Birth: Citrusville, Florida

Marital Status: Single

Known Relatives: Joshua (father), Andy (brother)

Base of Operations: Swamp in the Everglades, near Citrusville, Florida

Past Group Affiliations: Apprentice of Dakimh the Enchanter, frequent partner of Korrek, Man-Thing, and Howard the Duck

Present Group Affiliation:

KNOWN POWERS

Kale is an Adapt of the school of Atlantean White Magic. Many of Kale's spells have yet to be revealed, but they include:

Astral Detection (P): Incredible.

Magic Detection (U): Incredible.

Eldritch Blast (U): Amazing.

Medium (D): Kale can commune with the spirit of Dakimh with an Incredible Psyche FEAT roll.

Ensnaring (D): Incredible. Those captured by this spell must make a Psyche FEAT to break free, or its effects are permanent.

Dimensional Travel (D): Kale has used this spell to exile creatures captured by her Ensnaring spell.

Talents: Kale's reason is Excellent in all matters involving the occult. She has Excellent knowledge of Florida's swampland.

Contacts: Kale is a friend of the Man-Thing and the worldly barbarian



Korrek. She is the disciple of the wizard Dakimh.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Jennifer Kale is a sorcerer's apprentice who has done very well in progressing in the arts of magic. She is the apprentice of Dakimh, and has taken his place as one of the most powerful white magicians. Kale is courageous, but is not physically powerful, and she often requires the protection of such creatures as Man-Thing and the barbarian Korrek.

HISTORY

In the years just before the Great Cataclysm, the Atlantean sorceress Zhered-Na prophesied the sinking of Atlantis. The Atlantean emperor Kamuu was furious and twice ordered Zhered-Na to cease making this prophecy, but she refused. Possibly Kamuu incorrectly believed that Zhered-Na, a practitioner of "white" magic, was like the evil sorcerers of the cult of Darkholders, who originated in pre-Cataclysmic Atlantis. Since Zhered-Na refused to recant her prophecy of doom, Kamuu banished her from Atlantis forever blasphemy. She was set adrift in a small boat, left to the mercy of the winds and tides.

Zhered-Na spent the weeks adrift at sea in meditation, during which she had a vision of Earth's future, which she believed had been granted her by her god Valka. Finally, her boat landed on the Thurian shore, and days later she came across a colony of Atlanteans there on the mainland. She founded a cult of disciples from this colony, and over the following years taught them sorcery. She also prophesied that centuries later demons from the realm of Sominus would attempt to invade Earth, but would be opposed by the Man-Thing. Among Zhered-Na's pupils was Dakimh the Enchanter, whom she granted seeming immortality, although in fact he did continue to age at an extremely slow rate. Finally, the Great Cataclysm began. Atlanteans in the nearby colony wrongly believed it was Zhered-Na's doing and attacked her cultists. Zhered-Na herself was killed, but

Dakimh and a few other disciples escaped, bearing with them scrolls containing her mystical knowledge.

In recent years Joshua Kale has served as a leader of the Cult of Zhered-Na based in the section of the Florida Everglades that is the mystic Nexus of All Realities. The Cult possessed the sole remaining copy of the Tome of Zhered-Na, a book containing her mystical knowledge.

Kale's teenage granddaughter Jennifer took an interest in witchcraft and using one of his books without his knowledge, experimented in summoning a demon. She succeeded in bringing the powerful demon Thog the Nether-Spawn to Earth from the otherdimensional world of Sominus without realizing he would not be under her control. But the Man-Thing saved Jennifer's life and Thog was forced back to Sominus. As a result of a subsequent encounter with the Man-Thing, Jennifer and Thog, Joshua Kale realized that Jennifer had a psychic link with the Man-Thing.

Later, Jennifer and the Man-Thing were magically transported to the otherdimensional world of Sandt, where they first met Dakimh, now an aged wizard. Dakimh pretended to want to have Jennifer and the Man-Thing killed, and had the Man-Thing fight in a gladiatorial arena. But in fact he was testing the Man-Thing's powers and Jennifer's spirit, to make certain they were the beings he was waiting for. The Man-Thing triumphed in the arena, and Dakimh sent him and Jennifer back to their swamp.

The Tome of Zhered-Na somehow disappeared, and as a result, Earth

was now vulnerable to invasion from Sominus. Dakimh appeared to Jennifer and explained his true purpose to her; to save Earth from the demons. He magically garbed her as a priestess of Zhered-Na's cult and assisted by Dakimh and the Man-Thing, Jennifer recovered the Tome from an otherdimensional world and brought it to Earth, temporarily halting the invasion. Jennifer became Dakimh's apprentice in sorcery.

Jennifer was later captured by Thog, who now intended to invade Therea, home of godlike beings, and to conquer all reality. Dakimh rescued Jennifer, and the two set out with their three allies, the Man-Thing, Korrek, warrior prince of the otherdimensional world of Katharta, and the extradimensional talking waterfowl called Howard the Duck, to stop Thog's plans. While they traversed dimensions, Howard accidentally fell back to Earth, but the other four arrived in Therea, where the Man-Thing defeated Thog.

Dakimh continued to train Jennifer in the knowledge and use of Zhered-Na's sorcery, but her studies were seemingly halted when Dakimh was killed in battle. However, Dakimh's spirit has continued to manifest itself on the Earthly plane in a seemingly physical form, and so Dakimh is continuing to train Jennifer even in the present. Jennifer has already become a powerful sorceress, and will probably one day become the equal of Zhered-Na herself. She has also helped in defeating various mystical menaces, allying herself not only with Dakimh but with the Man-Thing, Korrek, Howard the Duck, Doctor Strange, and Spider-Man.

STATISTICS

F TY (6)
 A GD (10)
 S RM (30)
 E IN (40)
 R IN/AM (40/50)
 I TY/RM (6/30)
 P GD/IN (10/40)

Health: 86

Karma: Varies

Resources: MN(75)

Popularity: -30

BACKGROUND

Real Name: Unknown

Occupation: Conqueror

Legal Status: Citizen of Earth

Identity: Secret. His existence is not known to general populace of Earth

Place of Birth: Earth

Marital Status: Single

Known Relatives: Nathaniel Richards (ancestor), Ravonna (wife, separated), many divergent doubles

Base of Operations: Earth, Temporal Pocket near Limbo

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Kang's time travelling has resulted in the creation of many divergent doubles who are not equal in ability. Kang's Reason, Intuition, and Psyche should be chosen to make him a challenge to his opponents. The current Kang, who survived the War of Kangs and who has now escaped Limbo, should be considered as having the maximum suggested value in those scores.

Body Armor: Kang wears full body armor that provides Remarkable protection.

Resistances: The armor's life support provides resistance to Corrosives, Toxins, and Disease at a Reason +1 CS ability. While wearing his armor, Kang doesn't need to eat or sleep.

Force Field: This force field provides Reason +2 CS protection. It is effective against all physical, energy, and force attacks, but not mental or magical attacks.

Blaster Gauntlets: These weapons fire force or energy beams, and have a Reason +2 CS range and intensity.



Time-Ship: This time-ship travels from era to era, and is also capable of interplanetary space travel.

Control	Speed	Body	Protection
Am	CL1000	Am	Am

Some Kangs have remote time-control circuitry in their armor, allowing them to use the time-ship's machinery without actually being aboard.

Growing Man (not used by all Kangs): These androids absorb kinetic energy from physical blows and

force beams, converting it to size and strength.

F	A	S	E	R	I	P
Ex	Ex	Rm	Rm	Ty	Pr	Pr

Health: 100 Karma: 14

If the Growing Man suffers a physical blow or force attack of higher rank than his Strength or Endurance ranks, raise his Strength and Endurance to the rank of the blow, and adjust Health as well. His size also increases, as if using Growth power, until he reaches a height rank equal

to the power of the absorbed blow. He suffers no damage from an attack he absorbs, or from one less than or equal to his current Endurance rank. The Growing Man can be slammed, but not stunned, by an attack he absorbs. He has a maximum limit of Monstrous in Growth, Strength, and Endurance.

Side Arms: Some (not all) Kangs carry 1-4 concealed weapons, with the same range and intensity as his gauntlets.

Talents: Kang has Repair/Tinkering and Engineering skills.

Contacts: Kang has no contacts, although he may soon have contacts in the Great Council.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kang is a merciless villain driven to one goal: conquest of all that is. He was once motivated by the love of his wife, Ravonna, but she betrayed him to Immortus. It is quite likely that Kang will wish to seek revenge against Immortus and the Avengers, and, now that he has been introduced to a council of thousands of Kangs, will use them to further his aims. Kang is one of the most dangerous beings in the universe.

HISTORY

The man who would become Kang was born in one of Earth's alternate futures of the 30th Century (a different one from that which was conquered by the alien Badoon) and being a man of adventure in a time of world peace and prosperity, he was

discontent. Discovering the parts of a time machine and the plans for its assembly in the ruins of one of his ancestors' property, the man who would call himself Kang embarked upon a life of conquest and adventure. (The time machine was apparently the one invented by his ancestor Nathaniel Richards.) Setting up a base of operations in the Egypt of 2950 B.C. (the Second Dynasty), he used his advanced science to subjugate the natives. Calling himself Pharaoh Rama-Tut, he ruled for about 10 years before an encounter with the Fantastic Four necessitated his leaving that time.

On his way to the future, he was delayed by a "time storm" that temporarily blocked his passage beyond the 20th Century. Encountering Doctor Doom drifting in space, he rescued the infamous despot and returned him to Earth, before resuming his journey to the time period of his origination. However, disturbances in the timestream caused him to overshoot his target and emerge in a future reality of the year 4000 A.D. In that alternate future, civilization had all but collapsed, and the remainder of the human population was engaged in exterminating one another with remnants of advanced weaponry from an earlier era. Inspired by his encounter with Doctor Doom, the former Rama-Tut constructed a suit of body armor with a metal mask, incorporating numerous protective devices and weaponry. Then, outfitted in his battle suit, he emerged to confront the 40th Century Earth as Kang the Conqueror. It took him only a few weeks to quell the warfare and create a new empire for himself.

Dissatisfied with ruling a decadent, dying society, Kang launched a one-man assault on the 20th Century, only to be thwarted by the Avengers. Subsequent attacks on the Avengers, though sometimes temporarily successful, were also quashed by the members of that famed team of champions. Kang's life became extremely non-linear; every foray in time produced at least one divergent-timestream counterpart to Kang. It became difficult to distinguish which Kang counterpart

the Avengers encountered in subsequent skirmishes. One of the most relentless of Kang's several campaigns in the 20th Century was a quest for a supposed "Celestial Madonna." He failed to gain control of the Celestial Madonna, but returned in a plot to destroy all of the other Kangs in existence. He succeeded in this plan (which was in fact manipulated by Kang's other surviving counterpart, Immortus), but lost the love of his wife Ravonna, and was seeming driven mad. Nevertheless, Kang returned to his base with his sanity (relatively) intact, where he was subdued by a female Kang from a separate universe, who is a member of the Great Council, apparently an amalgamation of the most successful Kangs of the many universes in the *multiverse*. Whatever Kang's future, it is certain he will cross swords with the Avengers again, probably deadlier than ever. Another divergent double of Kang, at the chronological age of 75, withdrew from time altogether to become the benign master of Limbo called Immortus. Because of his vast resources, Kang is one of the most unpredictable and formidable beings ever born.

Note: Another divergent double of the former Rama-Tut did not travel into the future and become Kang, but instead chose to travel a few short months into the past where he established a new identity as the Scarlet Centurion and manipulated the founding members Avengers into conquering 20th Century Earth for him. That world diverged from the mainstream history as a consequence of this extratemporal interference. Although one divergent counterpart of the Centurion abandoned this guise after the Avengers defeated him, another fled across time to an alternate timeline where he became a nemesis of the Squadron Supreme.

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 100

Karma: 18

Resources: TY(6)

Popularity: -10

BACKGROUND

Real Name: Frank Oliver**Occupation:** Boxer, later professional criminal**Legal Status:** Australian citizen with a criminal record in the U.S.**Identity:** Publicly Known**Place of Birth:** Sydney, Australia**Marital Status:** Unrevealed**Known Relatives:** None**Base of Operations:** Mobile**Past Group Affiliation:** Ally of Jonah Harrow**Present Group Affiliation:**

KNOWN POWERS

Kicking: Due to his body alterations, the Kangaroo could do up to Incredible damage with his punches, and could perform a leaping kick that did Amazing damage (he must leap in order to inflict this damage).

Leaping: The Kangaroo could leap up to two areas horizontally, and one area vertically.

Talents: The Kangaroo had Martial Arts B and a Good ability to survive in the wilderness.

Contacts: Kangaroo was used by Jonah Harrow as part of his plan to defeat Spider-Man, but it is unlikely that Harrow would assist him if it wasn't in his best interest.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Kangaroo was an angry man, mad at the world and out to prove himself. He was rash and reckless, and obsessed (like so many criminals) with defeating Spider-Man, and was willing to risk his life to kill him.

HISTORY

A native of Australia, Frank Oliver used to spend his vacations observ-

ing kangaroos in the wild. Fascinated by their leaping ability, Oliver became determined to become as good at jumping as they were. Not realizing the obvious fact the kangaroos hopped better than human beings did because kangaroos' bodies are different from human beings', Oliver decided he might be able to leap like a kangaroo if he lived like one. So Oliver left his job and went to live in the wild, eating what kangaroos ate, frequenting the same places that they did, and continually practicing jumping.

Amazingly, Oliver succeeded in developing his leaping ability to the point at which he could jump as high and as far as a man-sized kangaroo. Presumably the real reason for Oliver's superhuman leaping prowess was that he was a mutant, and his self-training in the wilderness made him capable of achieving the superhuman potential he had always possessed.

Desiring to capitalize on his newly developed ability, Oliver became a professional boxer known as the Kangaroo. Oliver intended to use his leaping ability in the ring and thus become a human counterpart to the "boxing kangaroos" in animal acts. However, in one match Oliver severely injured an opponent by knocking him down with one of his powerful leaps. Told that he would be prosecuted if the injured man did not recover, Oliver panicked and fled Australia.

Stowing away on a boat, Oliver reached America. There, however, he was eventually arrested as an illegal alien and was sentenced to be deported back to Australia, where he feared he would stand trial for his thoughtless brutality in the ring. Two guards accompanied Oliver by train to New York City, his point of departure for Australia.

But on arriving at New York City's Pennsylvania Station, Oliver knocked down his guards and used

his leaping ability to escape. Embittered Oliver decided that if society intended to treat him as a criminal, then he would become a true menace to society and use his unusual abilities as a thief, employing his "Kangaroo" alias.

Soon afterwards, the Kangaroo stole a metal case that he assumed contained something of great value from some guards. Inside the case he found a vial, which he pocketed, unaware of its contents. Within the vial were deadly live bacteria which were being used for scientific experiments and which, if released, would spread a plague. Learning of the theft, the costumed crimefighter Spider-Man tracked down the Kangaroo and found him robbing a party. Spider-Man tried to get the Kangaroo to listen to him to convince him of how dangerous the vial's contents were, but the Kangaroo attacked him. Spider-Man finally seized the Kangaroo, shook the vial loose from his clothing, and snared the vial in his webbing. Spider-Man let the police take custody of the intact, unopened vial, but the Kangaroo escaped.

Humiliated by his defeat by Spider-Man, Oliver fell into a deep depression and spent the following months as a vagrant in New York City, lacking the confidence to return to thievery. Oliver was finally approached by the criminal surgeon

Jonas Harrow, who convinced him to undergo a series of operations that took seven hours and that considerably enhanced the Kangaroo's punching and leaping abilities. Harrow intended to use the Kangaroo as a pawn in his criminal schemes, but Oliver, his self-confidence returned, knocked Harrow aside and left him.

Soon thereafter, the Kangaroo attacked Spider-Man. During their battle, however, the Kangaroo suffered an intensely painful headache. Harrow had implanted a small device in Oliver's forehead which he could activate by remote control to induce severe pain. Harrow could also communicate with Oliver through the implanted device. Realizing that the only way to end the pain was to follow Harrow's transmitted command, the Kangaroo returned to Harrow.

Harrow ordered the Kangaroo to steal a certain radioactive isotope from the Hudson Nuclear Laboratories. Learning of the Kangaroo's break-in at the laboratories, Spider-Man went there and battled Oliver. Finally, knocking Spider-Man aside, the Kangaroo entered the room holding the dangerously radioactive isotopes. Within seconds the Kangaroo was killed by the intense radiation. Spider-Man shut the lead-shielded door to the room, thereby saving himself from exposure to the lethal radiation.

STATISTICS

F	GD (10)
A	TY (6)
S	TY (6)
E	GD (10)
R	TY (6)
I	EX (20)
P	MN (75)

Health: 32

Karma: 101

Resources: TY(6)

Popularity: 4

BACKGROUND

Real Name: Xi'an (pronounced Shan) Coy Manh

Occupation: Former adventurer, former executive assistant to Professor Charles Xavier

Legal Status: Former citizen of South Vietnam, legal alien in the U.S. with no criminal record

Identity: Secret

Place of Birth: Central highlands of Vietnam

Marital Status: Single

Known Relatives: Coy Leong (brother), Coy Nga (sister), Tran Coy Manh (brother, deceased), Nguyen Ngoc Coy (uncle)

Base of Operations: Formerly Professor Charles Xavier's School for Gifted Youngsters, Salem Center, Westchester County, New York, now unknown (possibly San Francisco)

Past Group Affiliations: The New Mutants

Present Group Affiliation:

KNOWN POWERS

Possession: Xi'an has the ability to take over the minds of human beings and animals. She does this with Unearthly ability, and must be in the same area for initial possession, but can extend her range up to a half-mile after that. Those attacked make a Psyche FEAT roll against the Unearthly attack to avoid possession. The victim's mind goes blank during the possession. When she possesses other people, Karma's body remains immobile, but she retains possession of it (unlike astral projection) and may act with both possessed and original bodies on a Psyche FEAT. Her mind automatically returns to her own body if it is damaged. Damage to the possessed

body also affects her. If the body is reduced to five Health, killed, or rendered unconscious, she immediately returns to her own body, shaken and groggy, unable to perform any actions for a full round.

Her mental control is absolute, but during the first ten rounds after beginning possession, all attempts to use the body are at -1 CS. After the tenth round she uses the body normally. Every half hour, the victim may make a Psyche FEAT rolls to regain control. After 24 hours, Karma must make a Psyche FEAT roll or

the victim's personality will overwhelm her own (or she must abandon the victim's mind). She may possess more than one person at a time and can manipulate them simultaneously, but it isn't easy (Red Psyche roll required).

Talents: Xi'an has a Remarkable talent for survival in wild areas and ruins. This includes the ability to hide and remain unmoving for hours if necessary. She speaks fluent English, French, and Vietnamese. As Charles Xavier's administrative assistant, she undoubtedly has



some Business Administration skill.

Contacts: Xi'an's current contacts include her uncle, Nguyen Ngoc Coy, Father Michael Bowen (uncle to Tandy Bowen, aka Dagger), and Magneto, overseer of the New Mutants (who has connections in the Hellfire Club).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Karma is a determined young woman who has experienced more than her share of tragedy. She is self-sufficient, preferring not to burden her friends with her troubles. Karma is mature and level-headed, but can be very vicious and deadly when she is enraged or when her back is against the wall; her brother's fate is ample evidence of this.

HISTORY

Xi'an Coy Manh was the daughter of a colonel in the South Vietnamese army. Either because of pre-natal influences or because of exposure to mutagenic chemical/biological warfare agents after they were born, Xi'an and her twin brother Tran Coy Manh were mutants with the power to take mental possession of the minds of others.

When South Vietnam fell to Communist rule, General Coy arranged for the evacuation of Xi'an's family, but only Tran was actually rescued. The rest of the family was left behind. Overcoming her revulsion and moral qualms over her powers, Xi'an used them to save her family from prison and execution. Eventually,

the family escaped from Vietnam on a small overcrowded boat. Xi'an was too sick and hungry to use her powers to fight the Thai pirates who attacked the boat, killed her father and the other adult men on board, and assaulted the women. Xi'an's mother died the day the survivors were rescued by the U.S. Navy.

Xi'an, her younger brother Leong, and her younger sister Nga were sent to America to be reunited with her uncle Nguyen and Tran. General Coy had become a powerful and prosperous criminal in the United States, and Tran was using his powers in his uncle's employ. But when Coy asked Xi'an to use her powers in his service, she refused.

But then General Coy kidnapped Leong and Nga in an effort to blackmail her into working for him. Desperate, she located Spider-Man whom she believed to be a criminal from accounts in the New York Daily Bugle, and took possession of his mind so she could use his powers to rescue the children. Spider-Man and the Fantastic Four located Xi'an and Bowen, learned her story, and agreed to help her. Tran used his powers to take control of the Fantastic Four and have them attack Spider-Man. To save Spider-Man, Xi'an was forced to kill her brother by absorbing his life essence into herself and was then reunited with Leong and Nga.

Shortly thereafter, Xi'an, who now called herself Karma, accepted the invitation of Professor Charles Xavier to enroll in his school in order to learn to use her mutant powers, and became leader of the New Mutants, as well as Xavier's own secretary.

During a battle between the New Mutants and the Viper, he blew up her Pacific Coast estate in an attempt to kill her foes. The New Mutants fell into the ocean below, and the currents separated her from her teammates, who thought her dead.

Instead, Karma's mind fell under the possession of the superhuman mutant Amahl Farouk. Although dead, Farouk's consciousness continued to exist on an astral plane. Many years later, Farouk perceived

Karma and psionically turned her own power against her, enabling him to take possession of her mind and body. In Karma's form, now able to use both his own mental powers and hers, Farouk established a criminal empire. Farouk became the mastermind behind the Gladiators, superhuman mutants who fought each other in a gladiatorial arena for the illicit entertainment of California's decadent rich. Farouk, who when he was alive was a man with a great appetite for food, used Karma's body to indulge his appetites again, and Karma eventually became grotesquely enormous.

Two of the New Mutants, Magma and Sunspot, were kidnapped and forced to become members of the Gladiators. The two were rescued by other members of the New Mutants and X-Men, who learned that Karma was the head of the Gladiators' organization. Karma escaped and eventually captured and took possession of the minds of the X-Man Storm and all the New Mutants except Magik and Warlock. The latter two freed the others from Farouk's psychic control, and Farouk's consciousness fled from Karma's body into that of the New Mutant Cypher's. Farouk's and Karma's minds then engaged in psychic combat, and she defeated him. Farouk fled back to the astral plane.

Shortly afterwards, Karma, Storm, and the rest of the New Mutants were kidnapped to Asgard by the Enchantress. Magik tried to teleport herself and her friends out of the Enchantress' dungeon, but her spells instead scattered them through space and time. Karma found herself in a desert in the Asgardian dimension months in the past. Over the considerable time it took for Karma to be reunited with the rest of the New Mutants she became once again a slim young woman in good condition.

Karma served as a member of the New Mutants until the disappearance of her brother and sister, when she left the New Mutants to pursue them. She may have joined forces with her uncle, but her present whereabouts are uncertain.

STATISTICS

F	AM (50)
A	EX (20)
S	RM (30)
E	RM (30)
R	GD (10)
I	AM (50)
P	EX (20)

Health: 130

Karma: 60

Resources: EX (20)

Popularity: 9 (80 among Inhumans)

BACKGROUND

Real Name: Unrevealed

Occupation: Priest/Philosopher

Legal Status: Citizen of Attilan

Identity: Secret. His identity is not known to the general public of Earth.

Place of Birth: None

Marital Status: Single

Known Relatives: Mander (father), Azur (mother, deceased), Triton (brother), Black Bolt, Maximus, Crystal, Medusa (cousins)

Base of Operations: Attilan, Blue Area, the Moon

Past Group Affiliations: Royal Family of the Attilans

Present Group Affiliation:

KNOWN POWERS

Martial Arts Supremacy: Karnak does Amazing damage when using the unarmed Martial Arts. He can use this powerful skill to do power rank damage to any target he strikes.

Weakness Detection: Karnak has the Good ability to locate the weakest points in bodies and structures. Combined with Martial Arts Supremacy, this gives him the following Power Stunts:

Super Strike: Karnak inflicts Unearthly damage if he makes a Psyche FEAT roll after studying the target for one turn.

Ignore Resistance: Karnak may slam or stun opponents whose Endurance is greater than his Strength. He may ignore the effects of armor, resistance, or invulnerability if he makes a Psyche FEAT roll.

Iron Will: Karnak has Amazing control over his own body. He can control his body's autonomic functions of breathing, reflexes, and heart-beat, and even its reaction to pain

and injury. Karnak can halt any of these processes indefinitely. He gains a +1 CS in all Endurance FEATS involving poisons or knock-out gasses.

Talents: Karnak is a philosopher and a scholar studying in the study of martial arts. He possesses Martial Arts A, D, and E as well as Wrestling and Acrobatics.

Contacts: Karnak is a member of the Inhuman royal family. He is a close friend of the Fantastic Four, and an ally of the Avengers.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Karnak is one of the quietest and most thoughtful of all the Inhumans. He approaches any problem in a scholarly fashion; he studies the situation, and then devises the most efficient course of action. Karnak is a definite contrast to his impulsive brother Gorgon, and the two of them make an interesting team.

HISTORY

Karnak was the second son of an Inhuman priest/philosopher named Mander and an ocean biologist named Azur. Having sent their first son Triton into the Terrigen Mist when he was an infant, Mander and Azur decided to raise their second child without Terrigen mutation. Karnak was enrolled in his father's religious seminary in the Tower of Wisdom where he trained in various physical and mental disciplines until he was 18 years old. Karnak's mother died in a mysterious undersea mishap. Karnak's father is still a teacher at the seminary.

STATISTICS

F	RM (30)
A	EX (20)
S	IN (40)
E	IN (40)
R	EX (20)
I	RM (30)
P	MN (75)

Health: 130

Karma: 125

Resources: RM (30)

Popularity: 0 (80 in Nornheim)

BACKGROUND

Real Name: Karnilla

Occupation: Queen of Nornheim, Sorceress

Legal Status: Citizen of Nornheim

Identity: Publically known in the Asgard dimension. Her identity is not known to the general public of Earth.

Place of Birth: Presumably Nornheim, dimension of Asgard

Marital Status: Single

Known Relatives: None

Base of Operations: Nornkeep, Nornheim

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Magic: Karnilla is a sorceress of Master level, currently the most powerful in the Asgard dimension, although with Odin still living, one cannot call her Sorceress Supreme of Asgard. Most of Karnilla's magical powers are unknown; these are the spells she uses most frequently.

Resistance to Cold: Remarkable

Image Generation: Monstrous

Sleep: This spell fills a three area radius, and has a 7-area range. Victims must make a Yellow Endurance FEAT or sleep for 1-10 hours.

Paralyze: Victims of this spell must make a Yellow Psyche FEAT or be frozen for 1-10 turns.

Personal Shield: Karnilla can create a Force Shield that deflects physical or energy attacks of Monstrous Intensity or below.

Transmute Elements: Karnilla can transmute objects of Monstrous Material Strength or less into any immaterial objects (also of Monstrous Material Strength or less) that she chooses.



Enhancement: With a Psyche FEAT roll, Karnilla can increase the abilities of others and give them superhuman abilities (Karnilla may add Karma to the roll):

* White — 2 abilities raised, +2 CS

* Green — 3 abilities raised, +3 CS, plus one random Power

* Yellow — 3 abilities raised, +3 CS, plus two random Powers

* Red — 4 abilities raised, +3 CS, plus three random Powers

The enhancement lasts as long as Karnilla concentrates on it, and may be made permanent with the use of

magical talismans (such as the Wrecker's crowbar).

Dimensional Travel: Monstrous level of ability.

Karnilla also has a spying device which she uses to see visual images of whatever person she is spying on (usually Balder).

Contacts: Karnilla is a close friend of the current King of Asgard, Balder, and may have connections with the Norns, the Fates of Norse myth.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Karnilla has been reckless and impulsive in the past, and more than a little self-centered. This may have changed; she has willingly given up Balder so he may ascend the throne of Asgard. Oddly, although she is a sorceress of great power feared even by Loki, she doesn't use much magic; she prefers to use catspaws, agents to carry out her designs. Her current activities are unknown, though she may be planning revenge on Utgard-Loki, the Frost Giant king who ravaged her home and took her prisoner.

HISTORY

The birth and early life of Karnilla are shrouded in mystery. All that is really known is that she has long lived in Nornheim, the Asgardian province where dwell the Three Norns, the goddesses of destiny, and she has become one of the most accomplished practitioners of the arts of sorcery in the Asgardian dimension. Although Nornheim lies on the Asgardian land mass within Asgard's own dimension, and although Karnilla is apparently of the Asgardian race, she does not consider herself to be subject to Asgardian rule. Rather, Nornheim is an independent country of which Karnilla is absolute monarch.

Karnilla lives opulently in the ancient fastness of Nornkeep, attended by her servant, the aged minor sorceress Haag, and troops of guardian demons. Although there are many demons among her subjects, Karnilla's realm is also populated by humanoid immortals, just as is Asgard proper. Karnilla's relationship to the goddesses of destiny is unknown, although they are clearly beyond her jurisdiction.

In the past Karnilla has often proved to be an enemy of Asgard and has acted in alliance with the

Asgardian god of evil, Loki. However, Karnilla has long been in love with Asgard's noblest warrior, Balder the Brave. On Balder's request (on behalf of Asgard's monarch Odin), Karnilla allied herself and her army with Asgard in the recent war with Surtur. After years of resisting Karnilla's advances, Balder has finally become Karnilla's lover. Some of Balder's Asgardian friends disapprove of the relationship, regarding Karnilla as a figure of evil. Karnilla regards herself, however, as a harsh but just ruler.

Balder was called away from Nornkeep to join the Asgardian prince Thor in his mission to rescue souls of Earth human beings from Hel. During Balder's absence, Karnilla was taken prisoner by the Frost Giants of Jotunheim, who were preparing an invasion of Asgard and first intended to eliminate Asgard's allies. The Frost Giants also transformed Karnilla's subjects into stone. On his return, Balder set out to rescue Karnilla, and ultimately met with success.

However, Balder has been forced to give up the company of Karnilla in order to ascend to the throne of Asgard. Karnilla willingly allowed Balder to pursue this goal, seemingly for unselfish purposes. She is at present rebuilding Nornheim.

STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	RM (30)
R	TY (6)
I	RM (30)
P	EX (20)

Health: 100

Karma: 56

Resources: PR (4)

Popularity: 20

BACKGROUND

Real Name: Lord Kevin Plunder

Occupation: Hunter, Trapper, Fisherman

Legal Status: British citizen with no criminal record

Identity: Publicly Known

Place of Birth: Castle Plunder, Kentish Town, Long, England

Marital Status: Married

Known Relatives: Shanna O'Hara (wife), Lord Robert (father, deceased), Lady Blanche (mother, deceased), Parnival the Plunderer (brother)

Base of Operations: Formerly the Savage Land, Pangea, now mobile

Past Group Affiliations: Partner of Shanna the She-Devil

Present Group Affiliation:

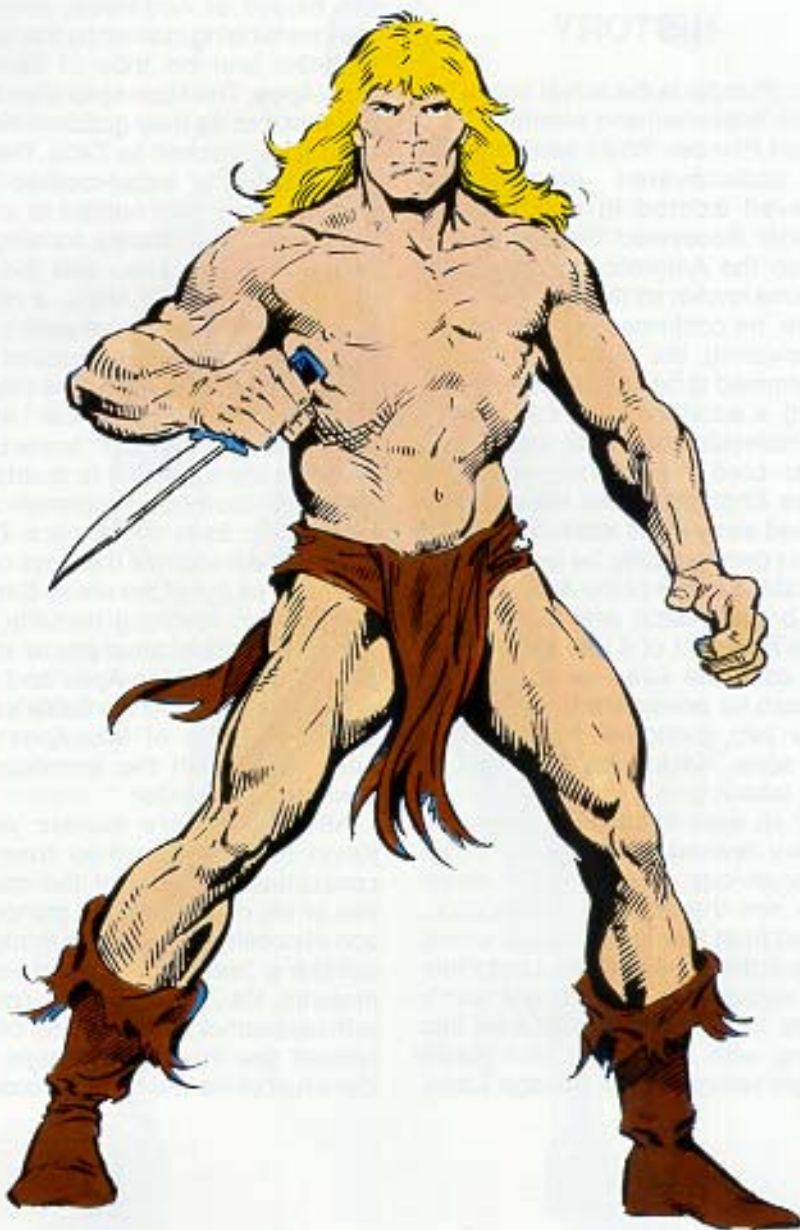
KNOWN POWERS

Weapons:

Knife: Ka-Zar's knife does Excellent Edged damage and is made of Remarkable strength material

Talents: Ka-Zar has Wrestling, Acrobatics, and Animal Handling skills. He has Thrown weapon and Bow skills, and has Incredible ability with knives. Ka-Zar has a number of other skills related to wilderness survival, such as swimming and climbing.

Contacts: Ka-Zar is on good terms with a number of costumed adventurers, most notably Spider-Man, Iron Man, and the X-Men. Ka-Zar is the husband of Shanna the She-Devil and is aided by Zabu, the sabertooth tiger.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ka-Zar is a man caught between two worlds, the world of the Savage Land, which requires physical strength and absolute determination for survival, and the world of man, in which the survival skills are much more subtle. Ka-Zar survives by sheer force of will. He tries to act civilized, but when pushed to the limit he will revert to the savagery of his upbringing.

HISTORY

Kevin Plunder is the eldest son of the British nobleman and scientist, Lord Robert Plunder. While searching for an undiscovered element he believed existed in nature, Lord Plunder discovered the hidden jungle on the Antarctic continent that became known as the Savage Land. There, he confirmed his theories by discovering the Anti-Metal (later determined to be an isotope of Vibranium), a substance that can destroy the molecular bonds of any known metal. Lord Plunder returned to his native England to find his wife had passed away in his absence. Realizing his own mortality, he locked away a sizable sample of the Anti-Metal he had brought back, and fashioned a small fragment of it into a medallion that could be used as a "key" to unleash its power. He then split the key in two, giving half to each of his two sons, Kevin and Parnival, as their inheritance.

When word of Lord Plunder's discovery leaked out, agents of an unscrupulous power tried to wrest from him the Anti-Metal's location. Saved from the agents by the arrival of his armed butler Willis, Lord Plunder decided to see to his son's safety. While Parnival was sent into hiding with Willis, he and Kevin sought refuge in the Savage Land.

There Lord Plunder took his son to the mound of Anti-Metal, unaware they were being stalked by the native Maa-Gor and his tribe of barbaric Man-Apes. The Man-Apes slew Lord Plunder, but as they grabbed Kevin, they were attacked by Zabu, the last of a species of saber-toothed tiger the Man-Apes had hunted to virtual extinction. Immediately forming an empathic bond, Zabu and the boy fled to the Place of Mists, a region where the Man-Apes refused to set foot. The incident soon passed into the Man-Apes' legends, and the boy was given the name "Ka-Zar" which means "son of the tiger." In the Land of Mists, the boy grew to manhood, his saber-toothed companion protecting him from all dangers. From Zabu, Ka-Zar learned the ways of the flora and fauna of the entire Savage Land. Upon reaching maturity, Ka-Zar failed in his attempts to make peace with the Man-Apes and was drawn into battle. At the battle's end, the whole tribe of Man-Apes had been killed with the exception of their leader Maa-Gor.

After his father's murder, young Kevin Plunder banished from his consciousness most of the memories of his childhood as a pampered son of nobility and came to think and act like a "savage." Upon reaching maturity, Ka-Zar came into conflict with his brother Parnival, who calling himself the Plunderer, sought Ka-Zar's half of the medallion in order to

gain control of the Anti-Metal. This began a lifelong animosity between them. Influenced by visitors from the outside world, he allowed aspects of his civilized side to emerge. Upon the senseless death of his friend, Tongah of the Fall People, which he blamed on the lack of advanced medicine in the Savage Land, Ka-Zar began to develop an absurdist view of life. Though still residing in the hidden jungle, Ka-Zar began to immerse himself in western culture, and became comfortable playing the role of an irreverent, Americanized adventurer. This role has been reinforced by the influence of his American companion and now wife, Shanna O'Hara. In times of extreme stress, however, he still lapses briefly into savagery.

Recently, the alien planet-ravager Terminus rampaged through the Savage Land and Pangea. While doing so, Terminus destroyed much of the climate-controlling apparatus that sustained the tropical jungle amidst the polar icecap. What was not destroyed by Terminus's energy staff was soon claimed by the Antarctic blizzard. In less than a day the entire Savage Land and Pangea vanished under snow and ice. The Avengers managed to rescue Ka-Zar and Shanna and escort them to New York City. The home they knew gone forever, the couple is wandering about the world, searching for a new home and way of life.

STATISTICS

F EX (20)
A EX (20)
S RM (30)
E FB (2)
R RM (30)
I EX (20)
P TY (6)

Health: 72

Karma: 56

Resources: TY (6)

Popularity: -3

BACKGROUND

Real Name: Frederick Kiber

Occupation: Scientist, would-be conqueror

Legal Status: Unrevealed

Identity: The general populace of Earth was unaware of the transformation undergone by Kiber

Place of Birth: Unrevealed

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: A mountain rising from the South Atlantic Ocean

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Teleportation: Kiber had equipment to teleport people with Monstrous ability up to 2,000 miles to his South Atlantic stronghold.

Psychic Dependency: Kiber absorbed psychic energy; he had a dependence on the psychic energy of others. For every 20 points of Psyche he devoured, he would increase his Endurance rank by one, to a maximum of Monstrous. If Kiber did not devour psychic energy each day, he would lose one rank of Endurance until he died. Kiber also gained one point of Psyche for every round that a psionic was in telepathic contact with him (20 rounds of contact equals one Endurance rank).

Mouthpiece: Kiber created a mouthpiece, a semi-solid energy image of him before his disfigurement, which kept in psychic contact with him, allowing him to view things from outside his laboratory. This mouthpiece had the following stats and abilities:

F A S E R I P
Ex Ex Rm Rm Rm Ex Ty
Health: n/a Psyche: n/a



Energy Attacks: Kiber's Mouthpiece could fire blasts of Incredible intensity.

Teleportation: The image of Kiber could move instantly in any spot within a three area radius, and break apart into a "split" human apparition.

Vulnerability: The Mouthpiece could not be affected by normal attacks, whether physical or energy. The image could be grounded out by the touch of iron (or other conductive metals). Kiber would have to make a Psyche FEAT roll or the Mouthpiece

would be destroyed.

Agents: Known as the Ugliers, Kiber's android agents had the following stats:

F A S E R I P
Ex Gd Gd Gd Ty Pr Pr
Health: 50 Karma: 14

Phasing: The Ugliers could phase with Remarkable ability.

Atom Changer: With this weapon, the Ugliers could produce a shock of Remarkable intensity.

Immobility: Kiber, due to the initial

failure of his teleportation experiments, was a large prone semi-human creature fused to the floor of his stronghold, unable to move.

Talents: Kiber had Incredible abilities in the areas of teleportation, molecular physics, and robotics.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kiber the Cruel lived up to his name because he was willing to inflict cruelty and death upon others to prolong his own life. Kiber came to rationalize his psychic vampirism by saying that when he absorbed their psyches they were going to a better place, a place without worry, fear, or human misery; he may even have convinced himself of this at the end. Kiber may have seen himself as humanity's savior, that incorporating humanity into himself would end all wars.

HISTORY

Frederick Kiber was a controversial scientist who disappeared from public view after he announced his determination to create a means of teleportation. Kiber worked on inventing such a "matter transmitter" at his isolated base within a mountain rising from the waters of the South Atlantic Ocean. Apparently Kiber was aided by a large number of androids who also served him as guards; the origin of these androids is unknown.

In the course of his teleportation experiments, a terrible accident

befell Kiber. Somehow the matter transmitter radically transformed his body and permanently bonded it with the molecular structure of the floor in his laboratory. Hence, Kiber was now horribly misshapen and unable to move from where he lay on the floor. Moreover, Kiber's body structure and chemistry were strangely altered. Kiber had an overpowering appetite to consume food, which his androids procured for him, and he swelled to inhumanly gigantic size from eating so much. Moreover, through unknown means, Kiber learned that he could gain energy by absorbing the consciousnesses and life forces of other human beings. (Perhaps Kiber had some human assistants at the base and discovered he could absorb life forces by absorbing theirs.) Kiber believed that in his new form, as long as he kept absorbing life forces, he was potentially immortal.

Kiber directed his androids in doing work for him. Apparently it was the androids, following Kiber's instructions, who perfected the matter transmitter. Also, it was presumably the androids who, guided by Kiber, devised the "energy converter" cabinet, which could transform a human being into living energy, which was stored in the globe atop the cabinet, and could be transmitted into another such globe.

Kiber had his androids travel from his island base via teleportation to capture victims. The androids would be teleported back with their captives and transform them into energy in the converter. Kiber would absorb the captives' life force from this energy. Kiber had energy globes containing the life forces and energy from various captives stored in his headquarters. He intended eventually to create gigantic storage complexes full of such energy-filled globes whose power he could draw on if needed. Kiber desired ultimately to control the world.

Kiber did not allow his human captives to see his true form. Instead, he spoke to them through a projected holographic image of his original human form. Some of Kiber's androids captured Khanata, a cousin of T'Challa, the Black Panther,

ruler of the African Kingdom of Wakanda, at the base of Wakanda's Panther Mountain. The androids then teleported Khanata to Kiber's South Atlantic headquarters. Searching for Khanata, the Black Panther went to Panther Mountain and was himself captured and brought by teleportation to Kiber's lair. Fighting off android guards, the Black Panther found Kiber fused to the floor. Kiber's androids transformed all of their current victims to energy except Khanata; this energy was then transmitted to an energy globe in Kiber's laboratory. The Panther saved Khanata from being turned into energy and defeated Kiber's other androids.

The Panther then took the energy globe, intending to have his scientists somehow find a way of restoring the human consciousnesses trapped within it to physical life. Apparently, this was the only remaining globe in Kiber's headquarters that still contained life forces. The Panther took the globe with him when he left Kiber's base, thereby leaving Kiber to perish soon without its energies. As king of Wakanda, the Panther had earlier declared Kiber's base to be part of his Wakandan realm by right of conquest. Hence, it may be presumed that the Panther arranged for Wakandan forces to occupy the base and take the androids into custody so that they could not procure more victims for Kiber. Kiber died shortly after his defeat by the Black Panther. It is not known whether the life forces contained in the globe that the Panther took were ever restored to bodily existence.

STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 70

Karma: 36

Resources: PR (4)

Popularity: 20 (-30 with authorities)

BACKGROUND

Real Name: Blaine Colt

Occupation: Gunfighter

Legal Status: U.S. Citizen with a criminal record

Identity: Publicly known

Place of Birth: Unrevealed

Marital Status: Single (in recorded history)

Known Relatives: Dan Colt (father, deceased)

Past Group Affiliations: None

Base of Operations: Mobile within the American Southwest in the 1870s

KNOWN POWERS

Gun-fighting: Kid Colt uses two Colt .45 revolvers, which do Typical damage

Talents: Kid Colt gets +1 CS with his revolvers and also with lassos. He has Martial Arts B, and Riding skill.

Contacts: Kid Colt knew the Two-Gun Kid, and the Rawhide Kid.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Kid Colt was one of the greatest heroes of the old West, in spite of the false charges placed against him. He has a different code of conduct than modern superheroes; dueling (with guns) is an accepted and honorable behavior and killing one's enemy was acceptable in a fair fight. Kid Colt was always concerned about injustice, especially when it affected those who could not fight back, and served a champion for the common man.

HISTORY

Blaine Colt was the son of Dan Colt, the owner of the Flying-C Ranch just outside Abilene, Wyoming. Blaine secretly began practicing using a Colt .45 handgun and discovered he was extraordinarily fast on the draw. Knowing he had a hot temper, Blaine was afraid that if he carried a Colt, he might someday shoot someone in a fit of temper. Therefore, Blaine

refused to carry a gun, thus disappointing his father, who knew Blaine might need a gun someday for defense. But Blaine refused to tell his father the real reason he did not carry a gun for fear he would worry that Blaine might become a killer.

Lash Larabee, the brutal head of a gang of gunslings, formed a Ranchers Protective Association based in Abilene. Except for Dan Colt, all the ranchers in the area joined Larabee's association for fear of reprisals from Larabee if they did not. One day in the early 1870's Larabee and some of his men confronted Dan and Blaine Colt in Abilene. Larabee demanded that Dan Colt join the association, but the elder Colt refused. Larabee knocked Dan Colt down. Both Dan and Blaine Colt attempted to fight back against Larabee, but Larabee held them both off at gunpoint. Larabee ordered the two Colts to ride out of town and told them that the next time he saw them, either they should join his association or be ready to fight him in a gun battle.

The next morning Dan Colt got up before Blaine and, without telling his son beforehand, went to Abilene to settle his score with Larabee. Dan left orders that Blaine was to wait at the ranch for him. Later that day, a deputy arrived from Abilene and told Blaine that Larabee had killed Dan in a gun duel. Blaine was furious. Since Larabee was a professional gunfighter and Dan Colt was not, Blaine claimed that their duel had not been fair and that Larabee had murdered Dan Colt.

Blaine Colt strapped on a gunbelt and rode to Abilene, where he confronted Larabee in a saloon and challenged him to a gunfight. Larabee grabbed his gun from its holster, but before he could fire, Blaine Colt drew and fired his own gun, shooting Larabee dead.

One of Larabee's men, fearing Blaine was too dangerous for him and the rest of the gang, ran to the sheriff and told him that Blaine Colt had shot Larabee down in cold blood, without giving Larabee a chance to draw his gun. Blaine Colt

soon learned that the sheriff wanted him for questioning as a possible murderer. Afraid that no one would believe he had outdrawn Larabee in a fair fight, Blaine Colt fled from Abilene.

From then on Blaine Colt, known as "Kid Colt," wandered the American Southwest as a fugitive from the law. His flight from Abilene convinced many that he was a murderer, and he was unjustly blamed for many crimes over the years. In fact, Kid Colt used his amazing skill with guns to defend people from criminals, and many came to call him "a Robin Hood on horseback." Among Kid Colt's most notorious adversaries were Iron Mask, Doctor Danger, and the Fat Man. During his life as a gunfighter, Kid Colt encountered the Rawhide Kid, who had also been unjustly branded as an outlaw, and the masked crimefighting gunman known as the Two-Gun Kid.

The full story of Kid Colt's life has not yet been revealed; the circumstances, time, and place of his death are as yet unknown.

STATISTICS

F RM (30)
A RM (30)
S RM (30)
E RM (30)
R TY (6)
I GD (10)
P TY (6)

Health: 120

Karma: 22

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Simon Maddicks

Identity: Secret

Occupation: Professional Criminal

Legal Status: U.S. Citizen with no criminal record

Place of Birth: Williamsburg, Virginia

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former agent of the Roxxon Oil Company

Present Group Affiliation:

KNOWN POWERS

Body Armor: Killer Shrike wears an insulated steel-mesh body suit that provides Excellent protection from physical and electrical attacks.

Bracelets: Killer Shrike wears talon-shaped power blasters on each wrist. These blasters inflict Incredible damage in a 2-area range. The talons are made of Amazing-rank steel and inflict Remarkable Hack and Slash damage.

Flight: Killer Shrike's anti-gravity units allow him to fly with Typical speed (6 areas/round).

Talents: Killer Shrike has Martial Arts A, and Military skill.

Contacts: Killer Shrike has many criminal contacts, especially with Roxxon Oil.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Killer Shrike is a mercenary in the truest sense, and takes pride in his ability to do a good job in difficult situations. Failure to perform costs him his reputation, so he is willing to go to any length to come out on top of a situation. He has a grudge against several superheroes, most notably Spider-Man.

HISTORY

For his initiation, the Conspiracy sent Killer Shrike to capture the monster called Gorum. Instead, he found himself engaged in battle with the adventurer Ulysses Bloodstone and was defeated. Injured by the short-circuiting of his electrical weaponry, the Shrike was taken to a New York

hospital by Bloodstone's agents. There he lay comatose for several weeks. Upon awakening he had temporary amnesia, but was soon contacted by one of the Brand scientists, Dr. Stephen Weems, who operated upon him. Weems, calling himself the Modular Man, had been the victim of a microwave experiment that backfired, and sought the Shrike's help to acquire more power. In return, Weems promised to disclose

to the Shrike knowledge of his past. In battle with Spider-Man and the Beast, Weems was killed before he could uphold his end of the bargain. The Shrike escaped and was soon contacted by agents of the Brand Corporation. They helped store his memory, and assigned him to undercover work as bodyguard to Brand president James Melvin. With Brand's public dissolution, Killer Shrike became a free agent.



STATISTICS

F	RM (30)
A	GD (10)
S	EX (20)
E	IN (40)
R	GD (20)
I	EX (20)
P	GD (10)

Health: 100

Karma: 40

Resources: IN (40)

Popularity: 0

BACKGROUND

Real Name: Wilson Fisk**Occupation:** Criminal organizer and mastermind, president and owner of legitimate businesses**Legal Status:** U.S. Citizen with no criminal record**Identity:** Publically known**Place of Birth:** Unknown, presumably in the New York area**Marital Status:** Married**Known Relatives:** Vanessa (wife), Richard (son)**Base of Operations:** New York City, conducts his operations (legal and illegal) from a skyscraper he owns in mid-town Manhattan. He lives in a mansion in New York State's Westchester County.**Past Group Affiliations:** Leader of a coalition of East Coast non-Maggia criminal organizations, former manager of Las Vegas HYDRA faction**Present Group Affiliation:**

KNOWN POWERS

Body Armor: Through his fighting disciplines, the Kingpin has Poor Body Armor.**Weaponry:** The Kingpin has been known to carry a few weapons for his own defense. He usually carries a walking stick made of Remarkable material containing a 3-shot laser, range of 2 areas, doing Excellent energy damage. The walking stick also contains two doses of Amazing Intensity sleep gas (range 1 area, Endurance FEAT or sleep 1-10 hours). The Kingpin's diamond stick-pin also contains a dose of sleeping gas, which may be used against opponents he is grappling.**Minions:** Kingpin rarely travels alone, but maintains a private army of goons for fighting practice ses-

sions, small duties or delaying heroes that attack his organization directly.

Talents: Fisk practices a grueling regimen that keeps him in fighting form. His great mass is muscle, not fat, and the Kingpin has Martial Arts A, B, C, as well as Wrestling skill. The Kingpin also has Excellent Reason with Business/Finance.**Contacts:** The Kingpin has Criminal Contacts and prides himself on knowing what is going on in his city, especially in the area of crime. He also has many Business/Finance

contacts. His agents have infiltrated most businesses, law enforcement agencies, city government, and even the military.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

The Kingpin is the Caesar of Crime, a man who built an empire on human sin, a master tactician who knows every human weakness and how to exploit it to his advantage. The Kingpin will not get directly involved in conflict, but will use agents, such as assassins like Bullseye, Elektra, and Tombstone, or petty thugs and extortionists to do his dirty work. The Kingpin's influence extends into all areas of crime (including narcotics, a field that he once said he would never be involved). He is a monstrous evil because he revels in and exploits the human weaknesses that make his business possible. Yet, he is also a tragic figure, who would have given up his life of crime but for the cruelty of fate, and the loss of the woman that he loved more than life itself.

HISTORY

Wilson Fisk was impoverished as a child, and committed his first murder when he was 12. From the start Fisk was determined to be the best in whatever he did, and he believed physical strength to be a major factor in building power in the underworld. Hence, he fanatically trained himself in various methods of bodybuilding and personal combat, finally concentrating on the Japanese art of sumo. His sumo training probably led to his interest in the Orient, which would manifest itself in other ways. Fisk educated himself by stealing books from stores and libraries, and became particularly fascinated by political science. He decided that another key to success would be in using political techniques in organizing and directing groups of criminals. It was his adoption of these techniques that caused him to be thought of as a political "kingpin of crime" a description which became his *nom de crime*. Although Fisk has always taken pleasure in physical combat with his enemies, he has always recognized the necessity never to place himself in a situation in which the law can prove his responsibility for crimes.

Fisk formed a small gang, which rapidly grew in size, influence, power and wealth and was careful to invest his illegal gains in legitimate businesses.

After finally becoming a prominent member of New York society, he met and soon married Vanessa, a beautiful woman not yet 20 years old and whose love, the Kingpin has stated, gave him the peace he sought after his constant struggle for power. Whether or not Vanessa knew of his criminal activities when she married him is unclear; she did know afterwards. Their son, Richard, was born within a year after their marriage.

About 20 years later, Fisk, now known as the Kingpin, had become one of the most powerful criminal leaders in both the New York and Las Vegas areas and had won the respect of many of the other crime bosses. When the costumed crime-fighter Spider-Man briefly retired, the Kingpin decided the time had come to fulfill his master plan to form a coalition of criminal gangs to compete with the *Maggia* under his leadership. The Kingpin then directed a major crime wave in New York City which came to an end with his first confrontation with the again active Spider-Man. Moreover the Kingpin's attempt to silence *Daily Bugle* publisher J. Jonah Jameson backfired when Spider-Man rescued Jameson, who then publicly exposed Fisk as the Kingpin. The crime coalition apparently then fell apart.

In the following years the Kingpin was offered an opportunity to fully achieve his ambitions for political power when he was recruited to serve as the behind the scenes leader of the Las Vegas area faction of the now fragmented HYDRA, with his son Richard under him as Supreme Hydra of this group. Through HYDRA the Kingpin planned to overthrow the U.S. government and even achieve world domination, but he turned against HYDRA upon learning that the Las Vegas contingent was actually controlled by the infamous Nazi war criminal, the Red Skull. Ever since, the Kingpin has pursued more realistic goals.

Eventually Vanessa demanded

that Fisk abandon his life of crime or else she would desert him. Fisk agreed to her terms, and they retired to Japan. Vanessa even persuaded him to turn over his files on the activities of other leaders of organized crime to American legal authorities. To prevent this, the new leaders of the Kingpin's crime syndicate kidnapped Vanessa, who was then apparently killed by a Kingpin aide who correctly saw her as the only obstacle preventing Fisk from returning to crime.

Fisk reassumed leadership of his former organization, and turned over his files on other criminal leaders to the law through the Daredevil. The ploy worked; as a result, many criminal leaders were convicted. In the ensuing power vacuum, Kingpin rebuilt his coalition, stronger than before.

Kingpin put up a candidate, Randolph Winston Cherryh, who actually won a New York mayoral election. However, Daredevil found Vanessa still alive, though suffering from severe mental problems and told the Kingpin he would return her if the Kingpin ordered Cherryh to decline accepting the mayorship. The Kingpin agreed.

Karen Page, Daredevil's former lover who had become a heroin addict, sold the information that Daredevil was lawyer Matthew Murdock to a drug dealer which eventually reached Kingpin, who arranged for Murdock to be rendered virtually penniless and had him framed for bribing a witness to perjure himself. Murdock lost his license to practice law. Murdock confronted the Kingpin, who arranged to have Murdock killed.

But Murdock escaped, and eventually regained his sanity. In his obsession with destroying Daredevil, the Kingpin unleashed but failed with Nuke, a U.S. military attempt to recreate a Super-Soldier. Then Vanessa, who finally recovered from her autism, left the Kingpin with the help of Daredevil and is currently hiding in Europe. The Kingpin is currently plotting a scheme against Matt Murdock involving a woman named Typhoid Mary.

STATISTICS

F	GD (10)
A	EX (20)
S	RM (30)
E	MN (75)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 135

Karma: 36

Resources: TY(6)

Popularity: -3

BACKGROUND

Real Name: Ulysses Klaw

Occupation: Ex-scientist, professional criminal

Legal Status: Citizen of the Netherlands with a criminal record

Identity: Publicly Known

Place of Birth: Vlaardingen, Netherlands

Marital Status: Single

Known Relatives: None

Past Group Affiliations: Former member of Masters of Evil II, ally of Solarr, Molecule Man II, and Doctor Doom

Base of Operations: Mobile

KNOWN POWERS

Body Transformation: Klaw's organic body has been irreversibly replaced with a material sonic energy form. Though solid, this form does not need to eat, drink, breathe, or sleep. It cannot be damaged except in certain specific cases.

- * Exposure to vacuum inflicts Remarkable damage each round (sound must have a medium to travel through).

- * Certain sound frequencies can cancel Klaw's natural vibrations. Exposure to these frequencies causes Klaw to make an Endurance FEAT or fall unconscious. He remains unconscious until he is removed from the presence of the cancellation wave.

- * Attacks with weapons of sound dampening Vibranium inflict full and normal damage.

- * Presence of more than 10 lbs. of sound dampening Vibranium causes Endurance FEAT or loss of all Health.

- * Sonic attacks will reduce Klaw's Health by an amount equal to the Intensity of the attack. Klaw may not

be affected by other physical and energy attacks, though he may still be stunned or slammed (kill results are considered stuns). He has Incredible rank Body Armor for determining the effects of physical attacks. Should Klaw's Health be reduced to 0, he loses corporeal shape and is absorbed by his sonic converter.

Sonic Converter: Klaw's right hand has been replaced with a prosthetic device made of steel and Vibranium (Incredible strength material). This device can manipulate sound in the following distinct fashions:

- * Sonic blasts, 10-area range,

Incredible intensity.

- * Sonic force field projection, Incredible intensity.

- * Create sonic objects, Remarkable material strength.

- * Create sonic creatures, quasi-living creatures of sound that Klaw may control. These creatures take damage normally, and have the following stats:

F	A	S	E	R	I	P
Ty	Ty	Rm	Rm	N/A	N/A	N/A

Destroying the sonic converter forces Klaw to make a Psyche FEAT roll or become unconscious.



Talents: Klaw is a former physicist.
Contacts: Klaw has not retained any major contacts, although a creature of his power can undoubtedly make allies wherever he chooses.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Klaw is an overconfident, arrogant power-hungry man. He enjoys his power and is not determined to regain his human form. His recent madness, suffered during the "Secret Wars" due to exposure to the power of the Beyonder, seems to be cured, but his ordinary psychosis and his lust for power are still intact.

HISTORY

Ulysses Klaw was a physicist working in applied sonics at the Technical University at Delft who had designed a sound transducer able to convert sound waves into physical mass. The theoretical element necessary to make his device work was Vibranium, a substance known to exist only in certain meteoric deposits in a small African nation. Klaw organized a team of mercenaries to help him seize the element from the African tribe who guarded it, the Wakandas. When T'Chaka, the leader of the Wakandan cult of the Black Panther, refused to yield any, Klaw ordered his men to kill him. Witnessing his father's death, T'Chaka's adolescent son T'Challa seized Klaw's sonic blaster weapon and aimed it at the marauders, shattering Klaw's right hand with one burst.

Klaw vowed to return. When he reached civilization, he was fitted with a

claw-like prosthetic device into which he built a sonic-force blaster. Ten years later, he mounted a second attack, and was opposed by the Fantastic Four, and T'Challa. Thwarted again, Klaw leaped into his massive sonic converter device (he acquired Vibranium on the black market) and was transformed into a creature composed of "living sound."

Klaw was pummeled into unconsciousness by Mister Fantastic, who was wearing Vibranium knuckle-guards, and was taken to prison. Klaw soon was freed by the Crimson Cowl, and invited to join the second Masters of Evil. After two unsuccessful battles against the Avengers with the Masters of Evil, Klaw journeyed back to Wakanda where he helped steal a device able to augment the metal-disintegrating property of a Vibranium-alloy. During another battle, the Thing crushed his prosthetic hand.

After rebuilding the device, Klaw joined forces with the murderous Solarr and trapped the Avengers within a solid sound barrier. Klaw threatened to execute them if the Black Panther did not abdicate the throne of Wakanda to him, but the Panther managed to subdue them. Klaw was freed from prison by a member of the extradimensional race of Sheenarians, who wished him to use his sonic powers to help open a dimensional portal big enough for their invading armada to enter Earth. Klaw agreed and after a skirmish with Ka-Zar in London traveled with the Sheenarians to the Savage Land where there was a Vibranium deposit necessary to create the portal. After Ka-Zar repulsed the invaders, Klaw fled into the Sheenarian dimension, and later to return to Earth. Materializing in the Florida Everglades (where the Earth's Nexus of Realities is located), Klaw happened upon the wand of the second Molecule Man. Helping the Molecule Man to find a body to possess, Klaw and his new ally traveled to New York to battle the Fantastic Four. Klaw was subdued by the visiting Impossible Man. Realizing that his sonic powers had been waning over the years, Klaw successfully manipulated a youth gang into restoring him to full power, although he was overpowered by the Black Panther, who turned his handblaster on Klaw himself. Klaw's sound-body was apparently disintegrated.

Klaw's prosthetic device was recovered and taken to Project: Pegasus, a government energy research facility. When Solarr, another ward of the Project was inadvertently freed from his containment cell, he sought an ally to help him escape. Finding Klaw's handblaster, Solarr thought that the Project was responsible for killing him and threw the device angrily against the wall. The sonic vibrations of the impact provided the necessary energy for Klaw to reconstitute his solid sound body. The two criminals' attempt to escape was thwarted, however, and Klaw collapsed back into his sonic device. Project scientists soon revived him again in order to study him. Weeks later, when the mutant Dazzler was there to have her sound-inducing powers tested, Klaw tricked the mutant into helping him escape. Realizing her mistake, the Dazzler used her body's sound-absorbing abilities to siphon Klaw's energies totally into herself. Klaw's mental essence, rendered unconscious, was also transferred to the Dazzler. When the Dazzler expended the vast quantity of energy that is Klaw while aboard Galactus' starship, the advanced alien circuitry aboard absorbed it and Klaw's mental essence.

Some time later, Galactus and others were assembled for study by the Beyonder. Doctor Doom, another of the beings abducted by the Beyonder, stole aboard Galactus' homebase to find weaponry to battle first Galactus then the Beyonder, and not knowing the alien technology, Doom resurrected Klaw, who returned mildly insane. Doom nevertheless exploited the fact that Klaw's energy-form was attuned to Galactus' ship and carved up Klaw's non-organic body into special lenses, which enabled Doom to siphon the energy released from the homebase. Successful, Doom attacked the Beyonder, who gave up his power to Doom in order to see what he would do with it. Doom believed he had totally eradicated the Beyonder from existence, but the Beyonder instead took refuge inside Klaw's now restored energy form. Then, the Beyonder manipulated Doom into returning it and sent Doom and Klaw to Earth. Klaw eventually regained his sanity and is currently in prison, probably in the Vault.

STATISTICS

F AM (50)
A UN (100)
S UN (100)
E CL3000
R MN (75)
I EX (20)
P CL3000
Health: 3,250
Karma: 3,095
Resources: CL1000
Popularity: 0

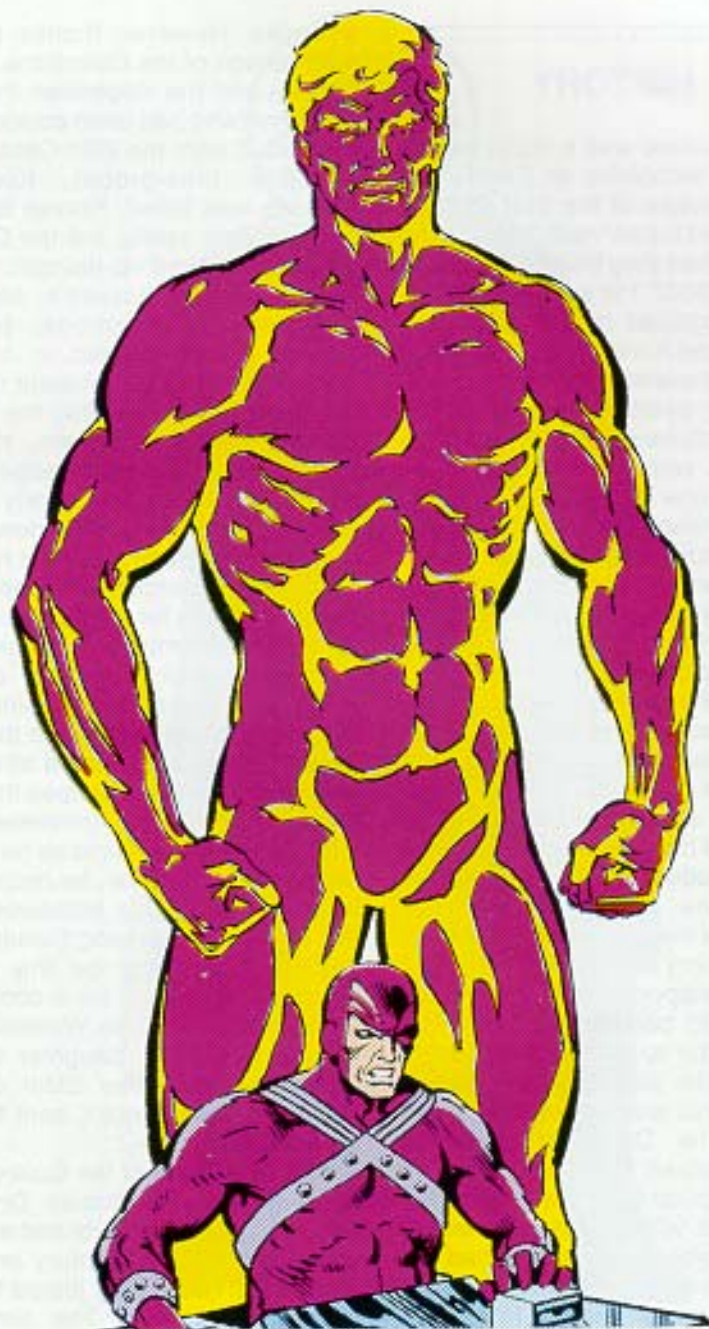
BACKGROUND

Real Name: Michael Korvac
Occupation: Former computer technician, would-be master of the universe
Legal Status: Citizen of Earth, subject of the Badoon Empire
Identity: Korvac's existence is not publicly known to the populace of 20th Century Earth
Place of Birth: North America in an alternate future in the 31st Century
Marital Status: Single
Known Relatives: None
Base of Operations: 31st Century Earth; in the 20th Century, Forest Hills Gardens, Queens, New York City
Past Group Affiliations: Leader of a band of alien renegades
Present Group Affiliation:

KNOWN POWERS

Mental Powers: Korvac could use any mental power (see Player's Book) at CL1000 level.
Energy Manipulation: Korvac could control all forms of energy at Shift Y rank. His power stunts included:
* Projecting Force or Energy bolts (capable of slaying true immortals)
* Creating a personal force field
Cosmic Awareness: Korvac had this power at CL1000 rank.
Healing: Korvac had this power at CL1000 rank, capable of resurrecting the dead.
Invulnerability: Korvac was Invulnerable to heat, cold, radiation, toxins, and disease.
Alter-ego: Korvac's human body was a disguise to prevent foes from suspecting him:

F A S E R I P
Ex Rm Ex Rm Mn Ex CL3000



Contacts: Korvac was in love with Carina, the daughter of the Collector.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Korvac came from a shattered world and grew up in a world under the tyranny of the Badoon. Korvac's goal was to bring order and harmony to the universe. The only way he knew how to achieve this was by conquest, by establishing himself as a benevolent dictator. In the end, Korvac realized that life was important; while he himself perished, he also knew that the universe needed champions, and returned its greatest champions to life.

HISTORY

Michael Korvac was a highly-skilled computer technician on Earth in an alternate future of the 31st Century who offered his services freely to the Badoon when they invaded the solar system in 3007. His superior abilities were recognized by the alien conquerors, and Korvac was soon given the task of overseeing the analytical computer system governing the Badoon Empire on their throneworld Moord. A zealous worker, Korvac collapsed one day while on the job. His supervisor decided to punish him by amputating the lower half of his body and grafting the remaining part to a mobile computer module, in effect, turning him into a cyborg (cybernetic organism). Awakening to discover the cruelty enacted upon him, Korvac used his cybernetic abilities to slay those who had performed the operation.

Korvac soon realized the vast potential of his new form and tapping into the Badoon's master computer system, he began to plot the takeover of the whole empire. Before he could carry out his plan, however, he was transported through time by the galactic gamesman called the Grandmaster to be used as a pawn in one of the alien's games. In this game Korvac and others were pitted against the Defenders. Korvac allowed himself to be beaten so he could computer-scan the Grandmaster's power without his knowledge. Korvac's cybernetic console had the capacity to tap and synthesize virtually any type of energy. In such a manner, Korvac analyzed the Grandmaster's power and siphoned part of it. Returned to his own era, the 31st Century, Korvac used his expanded abilities to teleport himself to a desolate planetoid where he built himself a stronghold. Now able to travel through time like the Grandmaster, Korvac recruited an elite group of alien henchmen, and plotted the takeover of the galaxy.

One of Korvac's earliest known strategies was to send a power siphon beam into the sun of his native solar system in order to cause it to go nova so he could siphon its

energies. However, thanks to the intervention of the Guardians of the Galaxy and the Asgardian thunder god Thor (who had been accidentally teleported from the 20th Century by Korvac's time-probe), Korvac's scheme was foiled. Korvac himself teleported to safety, but the Guardians soon picked up his trail. In the 20th Century, Korvac's sensors detected an enormous, power-source, which proved to be the worldship of the planet-eater Galactus. Plugging himself into the ship's central computer system, Korvac absorbed such knowledge and power that he became nearly omnipotent. Using this godlike power, he created for himself a perfect human body. With his expanded consciousness, his desire for revenge was supplanted by loftier ambitions: to become the benevolent proprietor of the entire universe. After assuming control, he planned to reshape the universe in order to eliminate all chaos and rectify all the injustices that the civilizations of the universe had wrought. Until such time as he could bring about his vision, he decided to return to Earth, his homeworld, to live comfortably among humankind. On Earth he went by the name "Michael" and took for a consort a model named Carina Walters, who was in reality the daughter of the Grandmaster's fellow Elder of the Universe, the Collector, sent to spy on Korvac.

The Guardians of the Galaxy outfitted their space station Drydock with time travel capacity and materialized in the 20th Century on Korvac's trail. There they joined forces with the Avengers. The sensory-enhanced Guardian named Starhawk discovered Korvac's whereabouts and went alone to confront him. In a battle that took place on both the physical and astral planes of existence, Korvac totally obliterated Starhawk. He then restored his foe, atom by atom, to corporeal form, so that no one would know of his defeat. The only difference Korvac made in Starhawk's reconstitution was that Starhawk would no longer be able to perceive Korvac's existence in any way. Starhawk was sent away with no

memory of what transpired, and Korvac returned to his meditations. The next time Korvac was forced to act was when the Collector began to capture the Avengers to save them from Korvac. The Collector foresaw that Korvac's attempt to attain universal sovereignty would cause great conflict among the powers of the cosmos which could ultimately destroy the universe. To prevent the Collector from revealing his premonitions to the Avengers, Korvac disintegrated him with a long-distance power-blast. By this time, Carina had switched allegiance from her father to Korvac. When they pinpointed the source of the beam that killed the Collector, the Avengers and the Guardians traveled to Korvac's home in Forest Hills. The teams would not have recognized the unassuming Michael as their enemy had Starhawk not known something was amiss when he could not see the man they were talking to. His presence discovered, Korvac felt compelled to battle and destroy the Avengers and Guardians, for fear they would rally the great powers of the universe against him. After slaying wave after wave of champions, Korvac looked to his beloved Carina for moral support, and finding a flicker of hesitation, decided to end his life rather than continue on with a hopeless battle against the universe. Enraged, Carina lashed out at the survivors until she too realized the futility of it all and committed suicide. In the instant of his death, Korvac magnanimously restored to life all of the Avengers and Guardians he had slain. Moondragon, one of the beings present who had not been killed, explained to fellow survivor Thor that she had telepathically been in rapport with Korvac, and believed him not to be evil, by her definition.

STATISTICS

F IN (40)
A EX (20)
S IN (40)
E RM (30)
R EX (20)
I GD (10)
P GD (10)

Health: 130

Karma: 40

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Krang

Occupation: Former warlord of Atlantis, former usurper of the throne of Atlantis, professional adventurer
Legal Status: Exiled citizen of Atlantis, convicted of treason

Identity: Krang does not use a dual identity. His existence is known to few surface dwellers

Place of Birth: Atlantis City, Atlantis, Atlantic Ocean

Marital Status: Single

Known Relatives: None

Base of Operations: Atlantic Ocean and Eastern seaboard

Past Group Affiliations: Ally of Attuma, Byrrah, and Dr. Lemuel Dorcas, employer of the Puppet Master and Orka, former member of the Viper's Serpent Squad

KNOWN POWERS

Swimming: Krang can swim at Poor speed (2 areas/round).

Water Breathing: Krang can survive in any part of the ocean, but requires sea water to breathe. If he is without water or "amphibian serum" (he carries enough to last a day on land), his gills dry up after 10 minutes and he begins to "drown." On land, his strength drops to Excellent and his Health to 110 (his stats remain normal if he is under the effects of amphibian serum).

Body Armor: Krang wears a chain-mail suit that gives him Remarkable protection from physical and energy attacks. This suit includes a water helmet with an internal water purification system.

Pistol: Krang carries a modified Atlantean energy pistol, which emits a plasma beam of Remarkable intensity with a range of 7 areas.



Talents: Krang is an expert in military tactics, especially those involving aquatic warfare. He is an expert on Atlantean equipment.

Contacts: Krang has been allied with a number of renegades, such as Attuma, Byrrah, and Dr. Dorcas. He was a member of the original Serpent Squad.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Krang's dreams of kingship and glory have been destroyed time and time again by Namor, the Sub-Mariner. As a result, his chief goal is the destruction of the Sub-Mariner and all that he loves, which included Krang's former love, Lady Dorma. Krang is a strategist and prefers to manipulate situations rather than get directly involved; he uses powerful catspaws to attack Sub-Mariner, although he has faced Namor in physical combat.

HISTORY

Krang was born to the upper class of the water-breathing *Homo mermanus* of the city-state of Atlantis. When he came of age, he enlisted in the militia of Atlantis and worked his way toward becoming a high-ranking military officer. Between the time that the Atlanteans left the City of Thakorr and resettled the sunken city of Atlantis, the military was busy protecting the nomadic tribe of Atlanteans from predators and undersea barbarians. Consequently, Krang had little time to pursue his ambition of seizing the throne of Atlantis. He did, however, become engaged to the Lady Dorma, who had lost faith that her true love, Namor the Sub-Mariner, would ever return to their people. Namor had become amnesiac, and after recovering his memory searched for his mother's people without success.

When Namor finally discovered

the Atlantean nomads and led them to the original capital city, Krang realized he had to eliminate Namor to further his ambitions. Krang courted Namor's friendship and was appointed warlord. As field commander of the Atlantean militia, Krang exerted his influence over his troops to encourage greater loyalty to him than to Namor. Finally, when Namor was absent from Atlantis on a mission to the surface, Krang staged a military coup and seized the throne. When Namor returned, Krang had him thrown into prison and then began to plot an invasion of the surface world. Namor escaped with the help of Dorma and began a quest for the trident of Neptune, hoping the symbol of power would help him regain the throne. Krang was a harsh despot and the Atlantean people soon rose in revolt against him during Namor's absence. When Namor finally returned with the trident, he bested Krang in personal combat and exiled him from the capital city.

While in exile, Krang forced the criminal Puppet Master to construct him a puppet that would give him control over the aquatic monster called Behemoth. Although Namor conquered the creature, Krang tricked Dorma into renewing her vow to marry him and then fled with her to the surface employing a chemical to alter their blue skin to pink and enable them to breathe air. While there, Krang used Atlantean technology to create a tidal wave that struck lower Manhattan, killing hundreds. Before he could continue the assault, he and Dorma were taken

into custody by the New York police. Namor freed them, returned them to Atlantis, and had Krang imprisoned outside the city.

Namor's cousin Byrrah freed Krang soon afterwards and used him to further his own ambitions for the throne. When Byrrah's scheme failed, Krang fled. Eventually he discovered the subsea laboratory of Dr. Lemuel Dorcas, who was looking for a new test subject upon whom to confer the powers of a marine animal. Krang offered Dorcas his servant, the dull-witted Orka, and Dorcas endowed Orka with the might of a killer whale. Orka led an attack of killer whales upon Atlantis, but it was repulsed by the might of the Sub-Mariner. Krang joined forces with Dr. Dorcas and Byrrah to stir public sentiment in Atlantis against Namor, but Namor thwarted this scheme and again banished Krang from the realm.

Krang eventually came upon the Serpent Crown, an ancient artifact of immense power, and putting it on his head, became the agent of the serpentine intelligence that created it. The Crown led him into partnership with the human subversive, the Viper (formerly Madame Hydra), and her Serpent Squad. Their scheme was to raise the "continent" of Lemuria, but they were opposed by Namor and Captain America who at that time had assumed the guise of the Nomad. Nomad beat Krang in battle and Krang fled into the Pacific. Krang's current whereabouts and activities are unknown.

STATISTICS

F	IN (40)
A	RM (30)
S	RM (30)
E	IN (40)
R	EX (20)
I	IN (40)
P	TY (6)

Health: 140

Karma: 76

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Sergei Kravinov

Occupation: Professional hunter and adventurer

Identity: Publicly known

Legal Status: Former citizen of the U.S.S.R. with an international criminal record

Place of Birth: Stalingrad, U.S.S.R.

Marital Status: Single

Known Relatives: Nicolai Kravinov (father, deceased), Anna Makarova Kravinov (mother, deceased)

Base of Operations: Mobile

Past Group Affiliations: Former member of Sinister Six, employer of the Gibbon and Lightmaster, partner of Tarantula, former partner of Calypso, former ally of the Chameleon

Present Group Affiliation:

KNOWN POWERS

Running: Kraven can move up to 4 areas/round when running.

Weapons: Kraven uses a number of weapons in his "hunts," usually hidden in the terrain where he intends to hunt his prey:

- * Axes (10 points Edged Thrown weapon)

- * Darts (2-area range, Typical damage)

- * Electro-Blaster (Incredible attack, one-area range, used infrequently)

- * Knock-out potions of Amazing Intensity (used to coat weapons)

- * Manacles (Remarkable strength, bullseye equals automatic Grapple)

- * Poison gas of Good intensity

Kraven had a small organization of servants, usually natives that he employed during hunts in Africa to give their assistance in small tasks.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kraven is a complex character, obsessed with glory of the hunt and personal honor. These desires often conflict because while Kraven usually hunts with an honorable victory as his goal, he has been known to throw aside his honor (especially against Tigra) to achieve victory any way he can. Kraven's greatest obsession was to prove himself Spider-Man's superior in every possible way; when he achieved this (in his eyes), he had nothing left to live for, and killed himself.

HISTORY

Sergei Kravinoff was the only son of Russian aristocrats who emigrated to the United Kingdom after the Russian Revolution. Orphaned soon after, Kravinoff learned to survive by his wits and cunning. By late adolescence, he had traveled extensively, usually as a stowaway aboard cargo ships and trains, and lived at one time in nearly every major city in Europe and Asia. Finding employment in a safari to equatorial Africa as a young man, Kravinoff (who anglicized his name to Kraven) discovered his natural talent for hunting. He soon left the safari to live on his own in the African veldt. He acquired great hunting skills by the time he reached adulthood and soon amassed considerable wealth as a game hunter. He remained in Africa for almost a decade, during which time he met a witch doctor in the Belgian Congo who had concocted an herbal potion that enhanced physical prowess. Kraven stole it and augmented his speed, strength, and agility. Kraven used his heightened abilities to hunt game more efficiently and entered into a partnership with the man who would later call himself the Chameleon in order to export the animal skins and ivory that he acquired.

Kraven had stalked the deadliest animals on Earth, and desired new challenges. The Chameleon who had become a master of disguise and nemesis of the American adventurer Spider-Man, contacted Kraven and suggested that he hunt Spider-Man. Amid great publicity, Kraven arrived in America and began his hunt. After observing him in action, Kraven pressed his attack and soon found he was no physical match for Spider-Man. Thus he was obliged to resort to nerve poisons, tiger traps, and steel nets. Despite his best efforts, he was defeated by Spider-Man and deported from the country for his life-threatening activities. He sneaked into the U.S. a short time later to try again. This time he used a special "jungle-scent" that dampened Spider-Man's extrasensory "spider sense," but Spider-Man still

managed to physically overpower Kraven. Kraven later joined with five other of Spider-Man's foes in an attempt to subdue him, but this too met failure. Two subsequent battles with Spider-Man also ended in defeat, despite Kraven's growing arsenal of weaponry.

Finally Kraven decided to look for other game. Traveling to the Savage Land, he stalked and captured Zabu, the last of the saber-tooth tigers, but Zabu's human ally Ka-Zar followed Kraven back to New York and freed Zabu. Kraven nursed the wound he sustained in battle with Ka-Zar, and then returned to the Savage Land determined to defeat Ka-Zar. There he befriended Gog, an extraterrestrial, and employed it to battle both Ka-Zar and Spider-Man. Gog seemingly drowned in quicksand and Kraven himself narrowly averted death when he plunged over a cliff. Returning to civilization Kraven forced the Gibbon to serve as his pawn against Spider-Man, but the ploy failed. He then accepted a contract to kill J. Jonah Jameson and sportingly pitted him against his own son, who at that time was the Man-Wolf. Kraven was taken captive by the police and never carried out the contract.

When he was finally freed, he traveled to Chicago to kidnap a Dr. Mairaux, who had devised a means to increase reaction time. He was opposed and defeated by the cat-woman Tigra.

Recovering from the wounds Tigra inflicted, Kraven accepted another contract at a reduced fee to kill a member of the Empire State University faculty. The contract was assigned by the former chancellor of E.S.U., Lightmaster, and obligated him to ally himself with the Tarantula. Kraven was again defeated by Spider-Man. When his wounds healed, he stalked and captured Tigra to revenge his earlier defeat, and placed on her a "control-collar" forcing her to obey his commands. Pitting her against Spider-Man, Kraven was once again bested by the two. He then retreated to somewhere in the Caribbean Islands in order to rethink his life and goals. He concluded that in his many battles with Spider-Man, he lost his sense of

honor and fairness, and that caused his frequent defeats. Determining to salvage his honor and reputation, he journeyed to America simply to deliver certain jungle beasts to a zoo. While there, Kraven's female companion Calypso set him up to battle Spider-Man again, believing that victory would restore to Kraven his sense of greatness. Kraven was defeated again. Calypso persuaded him to attempt Spider-Man's capture once more some months later. In the midst of battle, Calypso decided to secretly help Kraven attain victory by pricking Super-Man with a hallucinogenic poison. Discovering this, Kraven helped Spider-Man from harming himself until the drug wore off, then left Calypso for not understanding his attempt to regain his dignity. He later apparently abandoned his quest to regain his honor and attacked Tigra using poisons and other "dishonorable" weapons. He was beaten by the West Coast Avengers and was put in prison.

He promptly escaped from prison and challenged Spider-Man one final time. He captured Spider-Man and buried him alive, then dressed up as Spider-Man and took his place, terrorizing a number of criminals with brutal assaults. He defeated Vermin, an opponent that had required the combined might of Spider-Man and Captain America to defeat, then swore to an (unearthed) Spider-Man that he would never hunt again. Shortly afterwards, he killed himself, and is buried in a cemetery somewhere near New York, his headstone proclaiming that Kraven had finally achieved the honor that he had sought for so long.

STATISTICS

F	MN (75)
A	AM (50)
S	UN (100)
E	UN (100)
R	PR (4)
I	PR (4)
P	PR (4)

Health: 325

Karma: 12

Resources: EX (20)

Popularity: 10

BACKGROUND

Real Name: Valgoth

Occupation: Defender of Asgard, former seeker of vengeance

Legal Status: Former citizen of Svartalfheim, now citizen of Asgard

Identity: Although Kurse has been seen by ordinary people in New York City, the people of Earth do not believe he is an extraterrestrial being

Place of Birth: Svartalfheim

Marital Status: Presumed single

Known Relatives: None

Base of Operations: Formerly Svartalfheim, now Asgard

Past Group Affiliations: Formerly the Dark Elves of Svartalfheim

Present Group Affiliation:

KNOWN POWERS

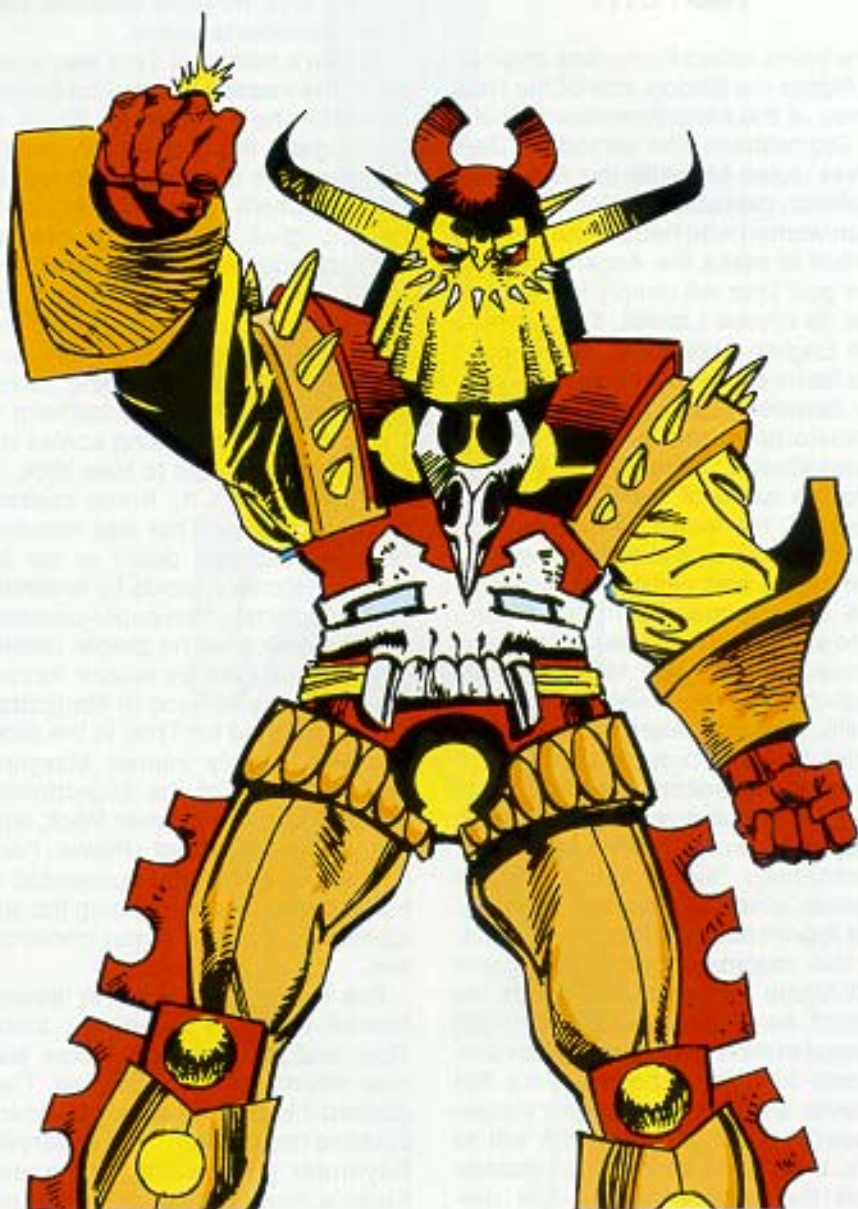
Body Armor: Kurse's armor has been enchanted by the Beyonder to provide him with Unearthly protection from all types of attack.

Mental Protection: Kurse has Monstrous protection against all mental powers.

Previous Memory: Kurse is haunted by memories of his life as the Dark Elf Algrim. If placed in a non-threatening situation (usually in the company of children), he will not attack, but be lost in thought for a turn. Since the death of Malekith, he has been mostly docile.

Weakness: All creatures of Faerie are hurt by iron. Any attack with an iron weapon can stun or slam Kurse (but it must penetrate his armor to do damage).

Contacts: Kurse is a friend of Asgard's Lord, Balder, and a special friend of the Asgard children.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Kurse, or Valgoth as the Asgardians now call him, is a creature brought back from death to serve as a living vessel of rage, first against Thor, then against Malekith. Kurse is usually silent (he makes Hogun appear loquacious by comparison). Kurse serves as protector of Asgard's children (who can usually take care of themselves anyway!), and will only be stirred to battle on their behalf. Kurse's anger against Thor might be rekindled by one who is devious and hateful enough (i.e. Loki).

HISTORY

The being called Kurse was originally Algrim the Strong, one of the Dark Elves of the extradimensional realm of Svartalfheim who served the Dark Elves' ruler, Malekith the Accursed. Malekith captured Lorelei, an Asgardian woman who had used a magical potion to make the Asgardian thunder god Thor fall deeply in love with her. To rescue Lorelei, Thor went to the English Cotswolds, where stood the faerie castle that serves as a nexus between Earth and the otherdimensional faerie realm of Svartalfheim. Thor broke through into the world of faerie and seeing Lorelei menaced by Malekith, became oblivious to everything else. Hence, he was easily ambushed by the superhumanly strong Algrim, who stood in shadow wearing ebony armor. Malekith had told Algrim he had chosen him to defeat Thor. But while Thor and Algrim fought each other, Malekith ordered that a pitfall be opened beneath their feet. Thor and Algrim fell down a great chasm toward a lake of molten lava. Thor summoned his magic hammer Mjolnir, which carried him to safety, but Algrim plunged into the magma.

The magma's tremendous heat left Algrim on the brink of death. He would have been killed outright except that his enchanted armor protected him from the magma's full effects, and that his desire for vengeance for Thor gave him the will to live. In fact, the shock of the intense pain the magma caused him ren-

dered Algrim amnesiac; not remembering the real reason why he fell into the lava, he knew only that Thor was somehow to blame.

Algrim's hatred of Thor was sensed by the incredibly powerful Beyonder who had come to Earth to investigate the nature of desire. Intrigued, the Beyonder decided, as an experiment, to restore Algrim to health, give him vastly greater strength and remodel his armor, and then see what Algrim would do. Somehow sensing that he would find Thor in New York City, Algrim, now transformed into the being called Kurse, passed from Svartalfheim to Earth and began walking across the ocean bottom to get to New York.

In New York City Kurse mistook Beta Ray Bill for Thor and attacked him. Bill escaped death at the far stronger Kurse's hands by reverting to his original, non-super-powered form, in which he no longer resembled Thor. Driven by insane hatred, Kurse wreaked havoc in Manhattan as he searched for Thor. In the process he severely injured Margaret Power, mother of the superhuman children known as Power Pack, who has since recovered. Power Pack sought out Kurse and succeeded in burying him alive by causing the collapse of a building under construction.

But Kurse succeeded in freeing himself that very same day, found Thor, and attacked him. Kurse was now stronger than Thor, so Thor donned his belt of strength, which doubled his strength. The observing Beyonder then vastly increased Kurse's strength so that it again

greatly surpassed Thor's. Beta Ray Bill and Power Pack then arrived to join the battle. Thor used his hammer to project intensive heat at Kurse. The heat, reminding Kurse of the lava pit, reawakened his memories of how he came to fall into it. At last Kurse realized that it was not Thor but Malekith who was responsible and his hatred therefore shifted from Thor to Malekith. On Thor's instructions, Energizer, a member of Power Pack, absorbed energy from both Thor's and Beta Ray Bill's enchanted hammers and then fired a tremendously powerful ball of energy at Kurse, which rendered him unconscious. Thor then suggested to the Beyonder that Kurse be transported to Hel, the realm ruled by the Asgardian death goddess Hela, to search for Malekith, who might be there. Thor was also hoping that Kurse would cause trouble for Hela while he was there. The Beyonder agreed, and teleported Kurse to Hel.

Kurse wreaked havoc in Hel looking for Malekith, who was not there, and Hela had Kurse driven into Asgard itself. There Kurse finally found Malekith, who had used his shape-changing powers to become a double for the Asgardian Balder. Kurse slew Malekith and then, his mission of vengeance finally fulfilled, he became peaceful and submissive.

Later, Kurse aided Balder in the successful defense of Asgard during the attack of Utgard-Loki and the Frost Giants. Following this, Volstagg noted that Kurse was not a fit name for an Asgardian, and he was renamed Valgoth.

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	RM (30)
R	AM (50)
I	RM (30)
P	AM (50)

Health: 56

Karma: 160

Resources: RM(30)

Popularity: -30

BACKGROUND

Real Name: Samuel Stern**Occupation:** Would-be conqueror**Legal Status:** U.S. Citizen with a criminal record**Identity:** Publicly known**Place of Birth:** Boise, Idaho**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Formerly a satellite orbiting Earth, and various hidden bases around the globe, currently (presumed) in U.S. Southwest**Past Group Affiliations:** None**Present Group Affiliation:**

KNOWN POWERS

Increased Mental Capacity: The Leader's super-developed brain is his chief gamma-ray mutation. His logic is always accurate, and his hunches are usually on target. He has total recall of anything he has ever seen or read.

Mind Control: The Leader has acquired the ability to control minds with a successful Psyche FEAT roll. He can take control of minds with a Good Psyche or less indefinitely, while higher strength minds may make a Psyche FEAT roll every week to break free.

Psychic Link: The Leader has a psychic link with Rick Jones; he sees and experiences everything that Jones does, and has access to Jones' memory, and may use any Talents that Jones possesses.

Weapons: The Leader has developed a number of weapons and other inventions for his world conquering bids, including:

* *Stun Pistols:* Amazing

* *Force Rifles:* Amazing



* *Entangling gun:* Amazing strength cable

* *Mind Control devices:* Remarkable, range 5 areas

* *Monivac:* A sentient computer with a Reason of Incredible that maintains the Leader's base of operations, an orbiting space station with Monstrous laser defenses

Minions: The Leader usually does not employ organic minions (with the exception of Rock and Redeemer, whose abilities are as yet unknown). Instead, he builds powerful robots to serve him. His current robots have

the following stats:

F	A	S	E	R	I	P
Re	In	Am	Am	Fb	Fb	Fb

Health: 170 Karma: 6

The huge robots have an Amazing Intensity energy beam, fly at Excellent speed (10 areas/round) and have Incredible Body Armor. The Leader controls these robots by mental command.

Talents: The Leader's incredible intellect gives him all scientific Talents, though he specializes in

gamma radiation. The Leader also has Engineering and Repair/Tinkering skills.

Contacts: The Leader has a number of important contacts from people he has mind controlled, most notably General Hamilton of the Pentagon.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Leader is one of the most brilliant minds on the planet, although in the Leader's case, with great powers come an even bigger ego. The Leader is condescending toward anyone who does not match his gamma-spawned abilities. His goals are twofold: the death of the Hulk (not Bruce Banner, since the Hulk has been the one who has stopped his schemes, the Leader feels that it would be petty to kill him), and conquest of the world. The Leader is a superb tactician. His mind, like a chess grandmaster, foresees the consequences of his schemes and plans on a large scale.

Since his latest mutation, the Leader has gained the ability to control people's minds which his touch,

and also a psychic link with Rick Jones, though the latter is unaware of it.

HISTORY

Sterns was an ordinary laborer moving a load of radioactive wastes in the subcellar of a government-owned chemical research facility in the Nevada desert when, in a freak accident, a cylinder containing unusual nuclear experiment waste exploded. Sterns was caught in the blast and was trapped in close proximity to gamma radiation given off by the spilled waste for about a minute. He survived, apparently unharmed, and was placed under observation in a nearby hospital. Several days after the accident, Sterns, a high school drop-out, began voraciously reading every book available in the hospital library. His reading rate increased to approximately 4,000+ words per minute, with complete retention. The precise frequency of gamma radiation had affected his body and particularly his brain even as it had affected Dr. Bruce Banner's body in a previous accident.

Several weeks after being discharged from the hospital, Stern's gamma-induced mutation completed itself; his brain and skull enlarged to five times their former volume, and his skin turned a shade of green. Stern left his job, deciding to use his recently acquired superhuman intelligence to amass power for himself, and named himself the Leader. Over the course of several months, he organized a spy ring among the government scientists he

had known at the research facility. His spy ring collapsed before it could take over the world's governments due to internal bickering and mistrust. Frustrated by the lower intelligence of his aides, but lusting for power, the Leader absconded with the spy ring's fund of stolen money and used it to set up a private laboratory in New Mexico, in which he designed and built his first "humanoid." The humanoid, a powerful plastic bot which responded to the Leader's mental commands, was the first step in his career as a solitary criminal mastermind.

The Leader has since proved himself to be an adversary of humanity and has made many attempts at world conquest. He has continually been thwarted in his schemes by the Hulk, his greatest nemesis. When last seen, the Leader had gone back in time to primeval Earth in a mad scheme to create a divergent Earth whose history would differ from his own Earth's. The Hulk and the Avengers followed him back to that time period to stop him. In the course of their battle with the Leader, the Hulk and Avengers saw him fall into a volcano, and the Avengers Iron Man saw him fall into the molten lava within. However, the Leader survived, although he lost his gamma spawned super intelligence. Desperate to regain it, Sterns made a deal with the Hulk, and drained the gamma radiation from Rick Jones, transforming the gamma radiation from him and establishing a link with him. The Leader then embarked on a plan to capture the U.S. military's secret supply of gamma bombs, and kill the Hulk.

STATISTICS

F	FB (2)
A	PR (4)
S	PR (4)
E	TY (6)
R	PR (4)
I	FB (2)
P	MN (75)

Health: 16

Karma: 81

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: David Charles Haller

Occupation: Student

Legal Status: Israeli citizen with no criminal record, still a minor

Identity: The general populace is unaware that David is a superhuman mutant.

Place of Birth: Haifa, Israel

Marital Status: Single

Known Relatives: Charles Xavier (father), Gabrielle Haller (mother), Cain Marko (foster uncle), Brian Xavier (grandfather, deceased), Sharon Xavier (grandmother, deceased)

Base of Operations: Moira MacTaggart's mutant research center, Muir Island, off the coast of Scotland, formerly Haifa and Paris

Past Group Affiliations: None

Present Group Affiliation: None

KNOWN POWERS

Psionics: Haller is a mutant with multiple psionic powers, not all of which have appeared. Due to an extremely traumatic event in his childhood, Haller became catatonic, then autistic. Haller's mind splintered so that a different personality controls a different aspect of his psionic abilities.

Telepathy (Jemail Karami): Haller absorbed the mind of the terrorist who drove David catatonic; Jemail is now a caring, loving entity that is seeking to help him regain normalcy. He can read minds and project thoughts with Monstrous abilities in a 75 mile (175 if he makes an Endurance FEAT roll) radius. He can fire telepathic bolts of up to Amazing intensity at a range of 3 areas.

Telekinesis (Jack Wayne): Jack is a swaggering adult robust adventurer, who is attempting to dominate Hal-

ler's entire psyche. He can levitate objects of up to one ton in weight up to five areas away. He can place a telekinetic force field around himself which provides Amazing protection. Jack can levitate Haller's body and allow it to fly three areas/round.

Pyrokinesis (Cyndi): Cyndi is a snide, temperamental, rebellious teenage girl. She can generate heat in an area (up to 4 areas away) of Remarkable intensity or create flames of Incredible intensity against a single target. She can also concentrate on a single item up to 5 areas away,

and, if it is of Incredible Material strength or less, cause it to burst into flames.

Talents: None.

Contacts: Haller trusts his mother, Gabrielle Haller (Israeli ambassador to England), his father Professor Charles Xavier, and Moira MacTaggart, and the New Mutants Cypher, Wolfbane, and Mirage.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Haller is young, with the mind of a 10-year-old. He is a gentle young man, as opposed to the rather brash and violent nature of his personalities. Haller is a "time bomb" character, a villain who is suddenly and horribly plunged into abnormality, and then spends long periods of time being non-threatening. New personalities could emerge from him, or his personalities could break loose and try to eliminate each other. Amahl Farouk might also use Haller as part of a scheme of vengeance.

HISTORY

David Charles Haller is the son of Charles Xavier, who later became the founder of the two teams of superhuman mutants, the X-Men and the New Mutants, and Gabrielle Haller, who later became the Israeli ambassador to Great Britain.

When David was 10, he was living in Paris with his mother. Her home was invaded by a terrorist assassination team out to kill every Israeli they could find there. They murdered David's godfather, Daniel Shomron, before his eyes. David's terror catalyzed his latent psionic powers, which he used to incinerate the brains of the assassins. However, as he did so, he found himself making telepathic contact with each of his victims, thus experiencing their thoughts and emotions as they died. This traumatized David and forced him into a catatonic state. The consciousness of the leader of the assassins, Jemal Karami, was

absorbed into David's mind.

Karami's consciousness merged with David's and it took Karami years to separate his consciousness from his psychic captor's. Nevertheless, although Karami regained his own sense of self, his consciousness remained trapped within David's mind. Karami discovered at he had somehow gained control of David's mutant telepathic power, and used it to read David's mind. Karami thus discovered that David was essentially a gentle and innocent person. Karami then read the minds of Gabrielle Haller and others, and thus gained an understanding of and sympathy for other people that he had lacked.

Karami decided to restore David's mind to normalcy. The terrible trauma that David had suffered had splintered David's personality into multiple personalities. Each of these many personalities controlled a different psionic power. The nature of most of these powers is as yet unknown. Karami began reintegrating these personalities into David's core personality, which was that of a little boy desperately needing parental help. However, some of these personalities resisted Karami's efforts, and two proved to be particularly formidable opponents: Jack Wayne, a swaggering adult roustabout adventurer, who commanded David's telekinetic power, and Cyndi, a temperamental, rebellious girl who controlled David's pyrotic power.

When David was in his late teens he had gone from being catatonic to being autistic, and had been placed by his mother in the care of Dr. Moira MacTaggart, a renowned scientist engaged in the study of mutants, and a longtime colleague of Charles Xavier. David began to manifest his psionic abilities uncontrollably in the real world, and absorbed the psyches of two of MacTaggart's friends, Tom Corsi and Sharon Friedlander. MacTaggart summoned Xavier to her research center on Muir Island off Scotland, and he brought with him several of the New Mutants, including Cypher, Mirage, and Wolfsbane. David absorbed MacTaggart's and Wolfsbane's consciousnesses into his mind. Xavier's astral self attempted to probe David's mind, bringing Mirage's astral self with him for assistance. David's mind then

absorbed the astral selves' consciousnesses of Cypher and Gabrielle Haller, and the astral selves of Xavier and Mirage followed them into David's mind. It was just before Xavier actually entered David's mind that he learned that David was his son and that the multiple personalities called themselves Legion (from the Bible, "My name is Legion for I am many").

All of the consciousnesses that Legion had just "captured" retained their independent existences within David's mind. These new arrivals found themselves teaming up with Wayne and Cyndi against Karami. However, Mirage prevented Wayne from destroying Karami, who told her and Gabrielle Haller how he had been trying to help David. Working with the reluctant Wayne, Mirage and Karami completed the task of restoring David's mind to near-normalcy, and Mirage and Karami returned the consciousnesses absorbed from outside (including Mirage's own) back to their own bodies. (Since Karami was long dead, his psyche remained within David's mind.)

However, Karami was unable to integrate the Wayne and Cyndi personalities into David's core persona, and so they remain separate personalities within David's mind. Wayne and Cyndi sometimes speak to people in the real world through David, as can Karami whose consciousness also remains an independent entity within David's mind. However, David himself is no longer autistic and his normal core personality is in control of his mind and body. Since he has been autistic for half his life, David's dominant personality is still that of a 10 year old boy, the same as it was before he suffered the trauma. Apparently the conflict within David's mind among his splinter personalities affected his physiognomy, accounting for his unusual appearance. (Possibly one of his personalities controlled shapeshifting powers.) It is not known whether or not David will become more normal in appearance now that his normal personality has been restored to control of his body. David was happily reunited with his father and now lives peacefully at Muir Island.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E GD (10)
R EX (20)
I EX (20)
P TY (6)

Health: 32

Karma: 46

Resources: GD(10)

Popularity: 0

BACKGROUND

Real Name: Dr. Edward Lansky

Occupation: Ex-physics professor, ex-vice chancellor of Empire State University

Legal Status: U.S. citizen with a criminal record

Identity: Publicly known

Place of Birth: New York, New York

Marital Status: Single

Known Relatives: None

Base of Operations: New York area

Past Group Affiliations: Partner of Kraven and Tarantula

Present Group Affiliation:

KNOWN POWERS

Flight: Lightmaster's suit can fly with Typical speed (6 areas/round)

Light Powers: Lightmaster's suit gives him control over visible light, allowing him to perform the following feats:

* **Blind:** Amazing Intensity.

* **Create solid objects of light:**

Remarkable material strength, which may be fired to five areas away, doing Remarkable damage.

* **Solid-Light fists:** By solidifying light at the fists, he can inflict Remarkable damage.

* **Light Cage:** Remarkable Intensity Ensnaring attack.

Energy Absorption: The suit may absorb an Unearthly amount of electrical or light without damaging the user. Should greater energy than this be pumped into the suit, Lansky must make an Endurance FEAT or be transformed into living light. He must maintain its energy level by surrounding himself with light, losing one Endurance rank for every turn that he is in darkness. He still has the powers of the Lightmaster suit in this form.



Talents: Lansky is a trained physicist, with a Remarkable understanding of Optics (the study of light). Lansky also has Administration skill.
Contacts: Lightmaster has contacts with a number of super-criminals, most notably the Enforcers. The Tarantula and Kraven are both deceased.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Lansky is one of many villains that is motivated by vengeance against Spider-Man. He likes to use minions (such as the Enforcers) to soften up his enemies, then do the killing strike personally. Lansky is aware that Spider-Man is linked to Empire State University and has been known to create disruptions at ESU to lure Spider-Man into a trap. Lansky is not mentally stable; his actions are often irrational and he makes stupid mistakes (such as hiding out in obvious places).

HISTORY

Edward Lansky, vice-chancellor of Empire State University, concocted a criminal plot against the New York City government to prevent budget cuts for higher education which would have harmed E.S.U. Lansky used his scien-

tific knowledge and university lab facilities to design a special body-suit capable of harnessing the power of light. Calling himself Lightmaster, he enlisted Kraven the Hunter and the Tarantula to kidnap three city government officials. The plan was thwarted by Spider-Man, who was enrolled at E.S.U.'s graduate school in his civilian identity as Peter Parker. Spider-Man defeated Lansky by running a current of electricity through him in an attempt to short-circuit his body-suit. Instead, it interacted with the experimental components of his suit to transform Lightmaster into a being of unstable energy. Weeks after the accident, Lightmaster's energy-mass began to dissipate into the surrounding atmosphere. Forced to surround himself with light at all times merely to stay alive, he sought revenge against Spider-Man. In battle with Spider-Man at his headquarters, a converted warehouse for a defunct manufacturer of light-display signs, Lightmaster acci-

dentally overloaded New York's power system, causing a brief black-out. With Manhattan plunged into darkness, Lightmaster's bodily substance dissipated, banishing his essence into what he terms a "light dimension." He escaped this state twice by gathering enough psychic strength to harness a powerful light source in the physical world. The first source was the mutant Dazzler, who drove him back to non-physical existence with Spider-Man's aid. The second source was the alien energy-bands worn by Quasar. Taking over Quasar's body, Lightmaster designed and built equipment to reverse the accident that transformed him into light. Despite the interference of Quasar and Spider-Man, he succeeded in turning himself back into a normal man with no superhuman powers. Currently serving a prison sentence, Lightmaster still has hidden away the plans for his light-powered body-suit and perhaps working models of the suit itself.

STATISTICS

F	EX (20)
A	EX (20)
S	RM (30)
E	RM (30)
R	EX (20)
I	GD (10)
P	EX (20)

Health: 100

Karma: 50

Resources: AM(50)

Popularity: -20 (with "loyal" citizens, 50 with rebels)

BACKGROUND

Real Name: Princess-Majestrix Lilandra Neramani

Occupation: Deposed empress of Shi'ar empire

Legal Status: Exiled citizen of the Shi'ar Empire, sought as a criminal by Shi'ar authorities

Identity: Lilandra's identity is unknown to the general populace of Earth

Place of Birth: The Aerie (native world of the Shi'ar)

Marital Status: Inapplicable. Charles Xavier is her consort.

Known Relatives: D'Ken (brother), Deathbird (sister)

Base of Operations: Formerly the Shi'ar Throneworld, now the Starjammer, the Starjammers' starship

Past Group Affiliations: Starjammers

Present Group Affiliation:

KNOWN POWERS

Limited Telepathy: Lilandra has a Shift Z telepathic link with Professor X.

Battle Armor: Lilandra has retained the Majestrix battle armor, which gives her Incredible body armor against physical and energy attacks.

Weapons: Lilandra used an Incredible strength blaster as her primary weapon, and a laser sword for close combat that inflicts Incredible edged damage.

Talents: Lilandra has Martial Arts A, E, is +1 CS with all laser swords, and has Incredible Reason when it comes to devices created by Shi'ar technology.

Contacts: Lilandra has Contacts with a political element of the Shi'ar Empire who wants to see her on the



throne (possibly some of those elements are in the Imperial Guard), and contacts with the X-Men who helped her ascend the throne once before. She has chosen Professor Xavier as her Shivarn'n Halanam (Imperial Consort), and has become allied with the rebel Starjammers who wish to see her returned to the throne.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Lilandra is a fiercely proud warrior-queen that is also capable of loving and caring deeply for her friends, and she is loyal, honest, and true to her word. However, as a galactic ruler, she believes very strongly in the principle of the greatest good for the greatest number, and will perform acts of brutality for the greater good. She was responsible for Reed Richards being placed on trial for saving the life of Galactus; this was because she felt Richards' act of mercy threatened all life, not because of any evil nature, and she should not be considered an enemy of the Fantastic Four.

HISTORY

Princess Majestrix Lilandra Neramani is a member of the royal family of the Shi'ar Empire, which is governed by the extraterrestrial Shi'ar race and controls all known inhabited planets in the galaxy in which the Shi'ar dwell. Lilandra was born on the world called the Aerie, the planet on which the Shi'ar race originated. The Empire is ruled from an artificial planet called the Imperial Throneworld.

The eldest heir to the Shi'ar throne was Lilandra's older sister known as Deathbird. However for reasons yet to be revealed, Deathbird was denied her birthright to be heir to the throne and her younger brother D'ken became emperor instead. For crimes against the state, Deathbird was exiled into space.

Lilandra, D'ken's younger sister, served as Grand Admiral of the Imperial Guard, the legion of superhuman champions who enforce Shi'ar law throughout the empire. D'ken was insane, and Lilandra learned that he intended to make use of the incredible power trapped within the M'krann Crystal. The gigantic crystal contains an interdimensional nexus leading to an otherdimensional city in which is located a sphere of energy. This sphere contains a network of interlocking stasis fields which neutralize the forces emerging from a "black hole"-like nexus into yet another dimension. In this latter dimension is a neutron

galaxy, full of neutron stars consisting of super-dense matter, creating extraordinary gravitational forces. Should the stasis fields be destroyed, these gravitational forces would extend into our universe, drawing all of it into the black hole, causing our universe to collapse. The origin of the M'krann Crystal is unknown.

The insane D'ken was blind to the true danger that the Crystal presented, and believed he could control its unleashed power and use it for his own ends. Lilandra opposed his plans in the Shi'ar High Council and D'ken had her arrested. He then had word leaked that she had tried to kill D'ken and usurp the throne. Civil war broke out in the empire as a result. D'ken had Lilandra held captive aboard the imperial flagship before she was to be executed, but Lilandra escaped in a small starship.

Lilandra needed help to stop her brother from destroying the universe. Then she mentally saw the image of the Earth telepath Charles Xavier, who at that time had used his powers to unite much of the collective will of Earth humanity to create enough psychic force to drive off the invading alien Z'nox. Knowing of Earth and its large number of superhuman beings, Lilandra traveled there for help. She finally met Xavier but was soon captured by the Shi'ar agent Davan Shakari who transported her through an artificially created stargate through hyperspace to the world where the M'krann Crystal stood. Xavier's team of superhuman mutant champions the X-Men, followed through the stargate to the same world. There the power of the Crystal began to be unleashed, but the universe was saved from annihilation by the being known as Phoenix, who had taken on the form and persona of Jean Grey.

D'ken went incurably insane and nearly catatonic as a result of a psychic attack on him within the Crystal. The X-Men returned to Earth and Lilandra joined him there, to await the decision of the Shi'ar High Council as to whether she should now become empress despite her having rebelled against D'ken, the former emperor. Lilandra and Xavier became lovers, and when the Council decided in

Lilandra's favor (and when Xavier mistakenly came to believe the X-Men had died in battle), they left for the Shi'ar Throneworld.

Lilandra became majestrix (empress) and Xavier became her consort. Xavier returned to Earth on realizing the danger that Phoenix presented to it. After Phoenix went insane and destroyed both a Shi'ar starship and an inhabited world allied with the Shi'ar, Lilandra demanded that the menace of Phoenix be ended forever to safeguard the cosmos. Xavier demanded a trial by combat to decide the fate of Phoenix, whom he believed to be the real Jean Grey, but during this trial by combat, Phoenix committed suicide to prevent herself from wreaking further destruction.

Deathbird allied herself with the alien Badoon and Brood, and finally succeeded in leading a coup d'etat in which she seized the throne of the Shi'ar Empire. Lilandra again found herself forced to flee Shi'ar imperial forces. However, she still retained a great deal of respect from other star-faring races, and thus was able to become the principal organizer of the trial of Earthman Reed Richards for saving the planet-destroyer Galactus from death.

In her current exile Lilandra has allied herself with the Starjammers, a group of interstellar adventurers who have aided her in the past. Recently sensing telepathically that her lover Xavier was dying, Lilandra and the Starjammer's leader, Corsair, journeyed through an artificially created stargate from the Shi'ar Galaxy to Earth and back, taking Xavier with them. The advanced medical technology of the Starjammers fully healed Xavier's injuries, but they were unable to return him to Earth since their own ship's special hyperspace drive for intergalactic travel was damaged and the Shi'ar stargates were all now heavily defended against Starjammer intrusions.

Lilandra now remains with Xavier and the Starjammers, hoping for the opportunity to regain her throne, and thereby restore her governing policies, which moderated the Shi'ar tendency to conquer new worlds and which granted many conquered races a voice in governing the Empire.

STATISTICS

F	GD (10)
A	GD (10)
S	N/A (0)
E	EX (20)
R	PR (4)
I	TY (6)
P	TY (6)

Health: 40
Karma: 16
Resources: N/A
Popularity: -10

BACKGROUND

Real Name: Arthur Parks
Occupation: Ex-scientist, professional criminal
Legal Status: U.S. Citizen with a criminal record.
Identity: Publicly known
Place of Birth: New Brunswick, New Jersey
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Former member of the Mandarin's minions, Batroc's Brigade, and the Legal Legion
Present Group Affiliation:

KNOWN POWERS

Body Transformation — Light: The Living Laser's entire body has been transformed into a sentient quantity of light. The Living Laser's transformation seems to be irreversible at present. His established power stunts include:

- * *Holographic illusion of his human form.*
- * *Flight:* CL3000 speed (50 areas/round)
- Laser beam:** Monstrous Intensity energy attack.
- Light:** Monstrous Intensity.

In his current form, the Living Laser is invulnerable to physical and most energy attacks, but can be harmed by magical, psionic, laser, or light-based attacks or by the Darkforce.
Human Form: As a human being, the Living Laser had the following stats:

F	A	S	E	R	I	P
Gd	Gd	Gd	Ex	Ex	Ty	Ty



The Living Laser's Reason deteriorate after his transformation, but may return.

Talents: Parks was trained in Laser Technology, and had Electronics and Repair/Tinkering skill.

Contacts: In the past, the Living Laser has worked for the Mandarin, Batroc, and Grim Reaper, Count Nefaria, and the government of East Germany.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

At present, the Living Laser is rather unstable. Normally, the Laser seeks profit rather than revenge, although at the moment, this is not the case. Madame Masque might make a natural ally for the Living Laser. As he is currently kept in the West Coast Avengers compound, he could be released by a supervillain attack and join with his savior (possibly Ultron?).

HISTORY

Arthur Parks was a research scientist who worked on developing the laser (Light Amplification through Stimulated Emission of Radiation) for use as an offensive weapon. Building the smallest laser capable of use as a weapon yet devised, Parks fitted two of the miniature projectors to his wrists and fashioned himself a costume. Upset by the break-up with his girlfriend, Parks, calling himself the Living Laser, first used his weaponry in an attempt to

vent his rage against his ex-girlfriend's fiancé. However, he soon became infatuated with the Wasp, and in an attempt to impress her, began to lay waste to portions of New York City. Finding himself in battle with the Avengers, the Living Laser kidnaped the Wasp and fled the country.

The Avengers tracked him down in Costa Verde, a tiny South American nation whose guerrillas the Laser was aiding. The Avengers thwarted his schemes, rescued the Wasp, and extradicted him to America. Serving time for his rampage in New York, the Laser freed himself from prison with the aid of the Mandarin. He then began a career as a henchman, working for the Mandarin, Batroc, the Lethal Legion, and others.

After suffering various defeats, the Living Laser spent over a year in his laboratory and devised a way to incorporate laser devices into his own body. With the assistance of underworld scientist Jonah Harrow, Parks had an array of miniature laser diodes implanted in various places over his body. Defeated again by the Avengers when he attempted to pro-

cure the Serpent Crown, the Living Laser was then contacted by Count Nefaria, who offered to augment his power further. Agreeing, Parks learned too late that Nefaria was using him as a dupe to acquire superhuman power for himself.

Nefaria's treatment activated the energy-gathering diodes in Parks' skin so that he could not shut them down. Desperate, the Living Laser met with East German agents and agreed to help them power their laser-armed satellites in exchange for their siphoning off sufficient energy to save his life. However, months later, he met Iron Man in battle and his energy began to overload. To prevent the satellites from being armed, Iron Man destroyed the siphoning machine. The Laser's power overloaded and he exploded. Although the Living Laser was seemingly killed by the explosion, he continues to exist as a sentient energy being.

The Living Laser was captured by Tony Stark and James Rhodes and is currently held in the West Coast Avengers compound, where Henry Pym seeks to restore him to normal.

STATISTICS

F TY (6)
A GD (10)
S GD (10)
E EX (20)
R EX (20)
I TY (6)
P EX (20)

Health: 46

Karma: 56

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Ahmet Abdol

Occupation: Archeologist, Egyptologist, cult leader, would-be conqueror, now planet

Legal Status: Citizen of Egypt with a criminal record

Identity: Publicly known

Place of Birth: Cairo, Egypt

Marital Status: Widowed

Known Relatives: Filene (wife, deceased), Salome (daughter, deceased)

Base of Operations: Formerly the Nile Valley, Egypt, now a distant solar system

Past Group Affiliations: Leader of a religious cult

Present Group Affiliation:

KNOWN POWERS

Cosmic Radiation Absorption: Abdol required cosmic radiation to power his mutation otherwise, he was normal. The sources of radiation were the mutant Havok, the Fantastic Four, and the Cheops Crystal. When he absorbed cosmic radiation, he changed:

Stage I: This occurs when he is exposed to cosmic energy of Excellent or Remarkable rank for at least ten rounds. He grows to 26' tall, but still appears human.

F A S E R I P
Ex Ex Mn Am Ex Ex Rm
Health: 165 Karma: 70

Energy Blasts: Amazing, 5-area range.

Body Armor: Incredible vs. physical physical and energy attacks.

Movement: Excellent land speed.

Stage II: This occurs when he is



exposed to cosmic energy of Incredible or Amazing rank for at least 10 rounds. He grows to 33' tall, takes on the grey hue of stone, and his eyes begin to glow.

F A S E R I P
Rm Gd Un Mn Ex Ex In
Health: 215 Karma: 80

Energy Blasts: Monstrous, 7-area range.

Body Armor: Amazing vs. physical and energy attacks.

Movement: Remarkable land speed.

Stage III: This occurs when he is exposed to cosmic energy of Monstrous or Unearthly rank for at least 50 rounds. He grows to 41' tall, and appears to be made of living stone, except for his eyes.

F A S E R I P
In Gd ShX Un Ex Rm Am
Health: 290 Karma: 100

Energy Blasts: Unearthly 12-area range.

Body Armor: Monstrous vs. physical and energy attacks.

Movement: Incredible land speed.

This was normally as far as the Living Monolith progressed. Abdol usually lost his powers when he was defeated. Any damage he sustained as the Living Monolith did not transfer to his human form unless it brought his health below 46 points. Any damage sustained by his human form was sustained by his Living Monolith form if he changed.

Stage IV: The Living Planet Not content with Stage III, Abdol began to absorb cosmic radiation from the atmosphere, growing hundreds of feet in height and shifting all his powers +2 CS and all his powers to CL3000, until he went up into space and became a living planet.

Limitations: Abdol never receives any Karma once he ascends past Stage II.

Blaster: Abdol had an energy blaster which did Incredible cosmic ray damage (in his human form, which he called the Living Pharaoh). It has a 6-area range.

Talents: Abdol has Remarkable skill as an archeologist. He can speak fluent Egyptian and English.

Contacts: Abdol, as the Living Pharaoh, is the leader of a worldwide cult that believes that he is the direct descendent of the Pharaohs and should rule the Earth. This cult has excellent agents, armed with hi-tech weapons and gadgets.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Living Monolith had one motivation and one motivation only power. His primary goal was to seek out sources of power to exploit, and he was willing to sacrifice all that he loved to do it. Currently, the Living Monolith is unable to escape his planetary predicament; it is conceivable that someone might clone part of the Living Planet's cells (perhaps even the planet itself) and the Living Monolith would be reborn.

HISTORY

As the Living Pharaoh, Abdol developed the uses of his superhuman powers and in a drug-induced trance, discovered he was somehow linked to Alexander Summers/Havok, one of the original X-Men. Abdol determined that both he himself and Alex Summers, who was a latent mutant, had the ability to absorb and transform cosmic radiation through the cells of their bodies. In some still unexplained way, Alex Summers' body prevented Abdol's body from absorbing as much cosmic radiation as it potentially could. Eventually, he battled the X-Men, and during one such encounter, in contact with Havok, he absorbed much more cosmic radiation than usual, until he grew into a 33-foot tall giant with vast cosmic power known as the Living Monolith.

Shortly afterwards, Lawrence "Larry" Trask had his new group of robotic Sentinels capture Alex Summers. As soon as Havok was affected by Trask's weapon, Abdol, in Egypt, began transforming into the Monolith once more. However, two Sentinels arrived immediately and coated Abdol with a substance that blocked cosmic radiation, causing him to return to his normal form. The Sentinels captured Abdol, but he was released after Cyclops induced the Sentinels to leave Earth.

Abdol's power returned when he discovered an ancient ruby scarab, which was eventually stolen from him by the Asp during a battle with the Living Mummy. Later, however, Abdol's ability to project destructive

energy returned. His men abducted Havok and brought him to the Pharaoh's headquarters in New York City. Spider-Man later freed Havok, but the Pharaoh caught up and battled Havok to a stalemate. Then, one of the Pharaoh's men used an ank-like device on Havok that, as Abdol had planned, turned Havok's power against himself. As a result, Havok was physically paralyzed as long as he wore the ank-like device.

The Pharaoh's men placed Havok in a casing that caused him to absorb energy at the peak of his ability to do so, transforming Abdol into the Living Monolith. Thor combatted the Monolith while Spider-Man freed Havok. The Monolith rapidly reverted to his normal-sized human form, but somehow Abdol escaped from Thor.

Soon after that, Abdol acquired the so-called Cheops Crystal, a strange pyramid-shaped gem, which enabled him to become the Monolith without Havok. Iron Fist later destroyed the Crystal and Abdol was taken into custody.

Abdol escaped from prison years later, after which he trapped three members of the Fantastic Four with the help of one of his agents, Fayah Sahid. He intended to drain energy from their bodies and somehow use it to become Living Monolith.

Meanwhile, Abdol learned that Fayah Sahid had been captured by the She-Hulk, and that she was his daughter Salome. Unwilling to risk her being made to talk about his organization, he killed her from afar.

With the Fantastic Four's energy, he became the Living Monolith and was flown to New York City intent on destroying it. As, Spider-Man released the Fantastic Four, Captain America and the She-Hulk tried to defeat the Monolith but couldn't. Seized with guilt over his daughter, the Monolith had Thor send him into outer space.

There, the Monolith reached his full potential size, that of a planet. He is not dead, but is unlikely to ever return to Earth. He has found contentment in his new role as a "Living Planet."

STATISTICS

F	CL5000
A	CL5000
S	CL5000
E	CL5000
R	CL5000
I	CL5000
P	CL5000

Health: 20000

Karma: Unlimited

Resources: Unlimited

Popularity: 0

BACKGROUND

Real Name: Inapplicable

Occupation: Cosmic Tribunal

Legal Status: Inapplicable

Identity: The general populace of Earth is unaware of the Living Tribunal's existence

Place of Birth: Inapplicable

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: The multiverse

Past Group Affiliations: None known

Present Group Affiliation:

KNOWN POWERS

Matter/Energy Control: The Living Tribunal may manipulate matter and energy sources with CL5000 ability.

Mental Powers: The Living Tribunal has all mental abilities (telepathy, etc.) at CL5000 ability.

Invulnerability: The Living Tribunal has CL5000 protection against all physical, energy, psionic, and magical attacks.

Cosmic Awareness: The Living Tribunal is aware of virtually everything in the multiverse, at Beyond levels.

Contacts: The Living Tribunal is respected (and feared) by most of the major powers of the multiverse.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Living Tribunal exists to present problems to the heroes. He doesn't take direct actions, but says that a dire situation has developed, and unless the situation is changed, he will have to directly intervene. Direct intervention has included such things as destroying planets and turning stable stars into supernovas. The Living Tribunal is a catalyst that forces the heroes to take action by telling them that the stakes are high. He should be used sparingly unless you are running a high-powered

campaign.

HISTORY

The Living Tribunal is a vastly powerful humanoid entity who has existed as long as the universe itself, and whose function is to safeguard the multiverse (the continuum of alternate universes) from an imbalance of mystical forces. Possessing untold power, the Tribunal will act to

prevent one of the universes from amassing more concentrated mystical power than any of the others, or upsetting the cosmic balance and threatening the other universes. The Tribunal will also act to prevent a grave imbalance between the mystical forces allied with good and those allied with evil within one universe. Usually the Tribunal leaves matters involving a mystical imbalance affecting only Earth's universe to be monitored by the universe's "abstract" entities Lord Chaos and Master Order, and to be dealt with by their creation, the In-Betweener.

The Tribunal is willing to obliterate an entire inhabited planet to safeguard an entire universe or the multiverse itself, and is fully capable of doing so by an exercise of his own power. One of the most powerful beings in the multiverse, the Tribunal can turn a star into a supernova with a single force bolt.

The Living Tribunal manifests itself as a being with three faces which represent the three sides of the Tribunal's personality. Its front face, through which it usually speaks, stands for equity. The completely

hooded face on the right side of its head represents necessity and the half-hooded face on the left side stands for just revenge. All three sides of the Tribunal's mind must be in agreement when judging a case requiring possible action before the Tribunal can intervene.

The Living Tribunal's first known encounter with a being of Earth was with Earth's sorcerer supreme Doctor Strange. He later met the Galadorian spaceknight Rom and the vastly powerful extradimensional Beyonder.



STATISTICS

F	EX (20)
A	IN (40)
S	IN (40)
E	AM (50)
R	PR (4)
I	GD (10)
P	RM (30)

Health: 150

Karma: 44

Resources: GD(10)

Popularity: 3/-10

BACKGROUND

Real Name: Dr. Curtis Connors**Occupation:** Research biologist**Legal Status:** U.S. citizen with no criminal record**Identity:** Secret**Place of Birth:** Coral Gables, Florida**Marital Status:** Married**Known Relatives:** Martha (wife), William (son)**Base of Operations:** New York City and West Palm Beach, Florida**Past Group Affiliations:** Former ally of the Iguana**Present Group Affiliation:**

KNOWN POWERS

Body Armor: All of Connors' super-human powers derive from his Lizard incarnation. As the Lizard, his alligator-like hide provides Good protection from physical attacks.**Tail:** As the Lizard, Connors has a 6-1/2 foot long tail. He is +1 CS to hit with this tail, and inflicts Amazing damage.**Wall-Crawling:** The pads and retractable claws on Lizard's hands and feet give him Incredible ability to adhere to vertical surfaces and allow him to inflict damage on the Edged column.**Reptile Control:** Lizard communicates with and controls all reptiles in a one mile radius with Amazing ability.**Alter-ego:** Lizard's human alter-ego, Curtis Connors, is a noted biologist and biochemist. He has the following stats:

F	A	S	E	R	I	P
Ty	Ty	Ty	Gd	Rm	Gd	Ty
Health: 28	Karma: 46					

**Talents:** The Lizard has no talents. Connors is an expert in biology, biochemistry, and herpetology (the study of reptiles), and retains his Medical talent.**Contacts:** The Lizard has no contacts, although he had contacts with Iguana. Curtis Connors has close contact with Spider-Man.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

The Lizard is a savage but cunning creature, driven to conquer the world and bring about a new age of reptiles. He has no compassion except for his family which he will protect even in his Lizard identity. The Lizard is a sworn enemy of Spider-Man and would try to destroy him if given a chance, but conquest, usually through plots involving the creation of various rampaging lizards, is his chief goal. Curtis Connors, on the other hand, is as compassionate as the Lizard is ruthless, and will help Spider-Man whenever he is needed.

HISTORY

Dr. Curtis Connors was an Army surgeon whose right arm was amputated when it became gangrenous from a war wound. Unable to remain a surgeon, Connors undertook the scientific study of reptiles, soon becoming a leading authority. Reptiles still possess the ability to regenerate missing limbs whereas mammals have evolved away from that trait. Connors discovered the precise chemical substance that

confers this ability, and administered it to himself. He succeeded in regenerating his missing arm but the mutagenic effects of the chemical did not end and caused a body-wide transformation to a reptilian-humanoid form. Although Spider-Man concocted a potion that reversed the effects of the original chemical, the genetic-level changes caused by the serum remained and Connors periodically continues to revert to the Lizard. The transformation is triggered by certain chemical and electromagnetic stimuli.

STATISTICS

F	EX (20)
A	EX (20)
S	RM (30)
E	IN (40)
R	GD (10)
I	EX (20)
P	IN (40)

Health: 110

Karma: 70

Resources: TY (6)

Popularity: 10

BACKGROUND

Real Name: Llyra Morris

Occupation: Former empress of Lemuria, now professional criminal

Legal Status: Exiled citizen of Lemuria convicted of treason

Identity: Llyra does not employ a dual identity. The general populace of the surface world is unaware of her existence

Place of Birth: Milolii, Hawaii

Marital Status: Widowed

Known Relatives: Rhonda Morris (mother), Llyron (father, deceased), Prince Merro (husband, deceased)

Base of Operations: Mobile

Past Group Affiliation: Ally of Tiger Shark, Lymondo, Byrrah, and former member of the Frightful Four

KNOWN POWERS

Camouflage: Llyra can change her skin pigments to a caucasian color.

Fish Control: Llyra can control the minds of relatively unintelligent marine life with a Psyche FEAT roll.

Resistance to Cold: Llyra has Excellent resistance to cold attacks.

Swimming: Llyra can swim at Poor speed (2 areas/round)

Water Breathing: Llyra can breathe and survive in water as well as in air.

Talents: Llyra has an excellent reason with regard to marine biology.

Contacts: Llyra has contacts with a number of Atlantean renegades and enemies, including Byrrah and Tiger Shark, and may have kept in contact with other members of the Frightful Four.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Llyra's major purpose in life is to avenge herself on the Sub-Mariner. She is sadistic because she wants to see Namor suffer before he dies, so her plots involve inflicting personal grief or madness on Sub-Mariner. Llyra's typical method of operation is to find allies (such as Attuma or the Frightful Four) to weaken the Sub-Mariner before applying the killing blow personally.

HISTORY

Llyra was the daughter of Llyron, a member of the water breathing *Homo mermani* who dwell in Lemuria, and Rhonda Morris, a surface woman who inherited her father's oceanarium in Hawaii. Llyron was taken captive by men in the employ of Morris who were looking for marine specimens to exhibit. Rhonda Morris fell in love with the seaman, and despite the fact that neither could live in the other's environment unaided for very long, they soon were married. Llyron decided not to return to Lemuria and helped his wife find exotic fish for her oceanarium. He perished a few months after they were wed, saving his wife from a shark. Morris bore a daughter she named Llyra. The infant was capable of breathing air as well as water, and would later demonstrate certain other mutant powers, notably the ability to alter the greenish coloration of her skin and hair to resemble her Caucasian mother's. As Llyra grew into adolescence, she developed schizophrenia, and began to believe that when she changed her skin to pink, she was another person, her imaginary twin sister Laurie. Reaching adulthood, Llyra journeyed to her father's land of Lemuria, and through elaborate machinations and the use of her

other mutant power to telepathically control marine animals, she usurped the throne from its benevolent ruler, King Karthon. Several days after her coup, Prince Namor, the Sub-Mariner of Atlantis, a friend of Karthon's, voyaged to Lemuria to seek an alliance against the surface people's ocean pollution. Finding Karthon in chains, Namor engaged Llyra in battle. Llyra dispatched some of the most formidable creatures of the deep at Namor, but Namor prevailed. Llyra was caught in a rockslide caused by a sperm whale under her command and was severely injured. Karthon was freed and regained his throne.

Namor returned Llyra's body to her mother for burial, but Rhonda Morris discovered that her daughter was only in a coma. Using special technology acquired from an undisclosed source, Morris resuscitated Llyra. Llyra then journeyed to Lemuria to recruit mercenaries to accompany her to Atlantis where she could wreak vengeance upon Namor. Llyra and her men kidnapped the Lady Dorma, Namor's bride-to-be, and brought her to the oceanarium owned by her mother. Llyra then used her chameleon powers to disguise herself as Dorma. As soon as the wedding ceremony was over, Llyra revealed herself, claiming that she was now Namor's wife, not Dorma. However, according to Atlantean law, even though the real Dorma was

not present, it was still Dorma who was now Namor's wife. When she learned her ploy failed, Llyra fled Atlantis. Namor tracked her to her mother's oceanarium. Witnessing his approach, Llyra smashed the water-filled cylinder holding Dorma, and by the time Namor reached her, Dorma had suffocated.

Llyra escaped and soon allied herself with Namor's enemy, Tiger Shark, and his assistant Gerard Lymondo. The three of them awakened the ocean-dwelling creature Krago to vanquish Namor and kidnapped Namor's human father, Leonard MacKenzie. In the course of battle with Namor, Tiger Shark split MacKenzie's skull with a lead pipe, and he and Llyra fled. Llyra abandoned the Shark to ally herself with Namor's cousin Byrrah. The two of them kidnapped Namor's kinsman Namorita to use as a hostage against Namor. In her scuffle with Namor, Llyra slipped into an oil spring on the ocean bottom and apparently drowned. In an as yet unrevealed manner, she survived. After lying low for a time, Llyra freed the surface criminals the Wizard, Sandman, and Trapster, to help her carry out her latest plot on Namor's life. This plot, whereby Namor was supposed to be driven insane by the acquisition of Spider-Man's spider-sense, failed and Namor took Llyra back to Atlantis to stand trial. Llyra's current whereabouts and activities are unknown.

STATISTICS

F	GD (10)
A	RM (30)
S	FB (20)
E	GD (10)
R	EX (20)
I	EX (20)
P	EX (20)

Health: 52

Karma: 60

Resources: None

Popularity: 0

BACKGROUND

Real Name: Lockheed

Occupation: Pet of Katherine "Kitty" Pryde

Legal Status: Inapplicable

Identity: Lockheed's existence is unknown to the general populace of Earth.

Place of Birth: Unknown

Marital Status: Inapplicable

Known Relatives: Mother (presumably deceased)

Base of Operations: Mobile

Past Group Affiliations: Former ally of the X-Men

KNOWN POWERS

Fire Breath: Lockheed has a breath weapon of Remarkable intensity.

Flying: Lockheed flies at Typical air speed (6 areas/round) and can also hover.

Psi-Screen: Lockheed has a Class-1000 psi screen. He is virtually impervious to psionic detection.

Talents: Lockheed may have abilities and special knowledges, but they have not been revealed. He does have a seemingly unearthly talent for eating.

Contacts: Lockheed is a close friend of past and present X-Men, especially Kitty Pryde (Shadowcat).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Lockheed is an intelligent animal, friendly to those he loves, especially Kitty Pryde, but he is quite fierce in defense of his friends. Lockheed is curious, which tends to get him in trouble, and hungry, which gets him into even more trouble, and Kitty has to rescue him as often as Lockheed rescues her. Lockheed will probably be joining the Excalibur group on adventures.

HISTORY

Lockheed is a small alien creature resembling a dragon of Earthly legend. The team of superhuman mutants known as the X-Men once went to "Broodworld," home of the malevolent alien race known as the Brood. While the X-Men were there, a small alien dragon began following Kitty Pryde, the X-Man now known as Shadowcat. When members of

the Brood captured her, the little fire-breathing dragon came to her defense. Pryde was reunited with the X-Men, but they all had to leave the planet because of an oncoming disaster. Moments after they were teleported to their allies' starship, "Broodworld" was destroyed.

Pryde regretfully assumed that the dragon had been killed in "Broodworld's" destruction. One day shortly after returning to Earth, Pryde noticed that something strange was going on down in the lower maintenance tunnels beneath the X-Men's headquarters. While investigating, Pryde found the little dragon in one of the tunnels, and the two were overjoyed to be reunited. Pryde was then attacked by alien Sidrian Hunters. Pryde, the dragon, whom she named Lockheed, and her fellow X-Man Colossus fought and defeated the Sidri.

Charles Xavier, the X-Men's

founder, told Pryde Lockheed could stay at the mansion. Lockheed has since won the affection of the X-Men and Xavier's other team, the New Mutants, and proved to be a valiant ally to both groups in battle. Lockheed and Kitty Pryde are especially fond of one another.

Lockheed derives his name from a fairy tale that Pryde once invented. Pryde based a gigantic talking dragon in her story on the X-Men's aircraft, the Blackbird, which was originally designed at Lockheed Aircraft, and named him Lockheed. Pryde named her little alien dragon after the big one in her story.

It is not known whether "Broodworld" was Lockheed's home planet or how he reached Earth. Nor is it known whether there are other living members of his race. It is not known whether he is a child or adult, or if he will grow any larger. Lockheed appears to be quite intelli-

gent, seems able at times to understand English, and even at times appears to have a language of his own. However, the exact extent of his intelligence remains unknown, and it is unclear whether he truly comprehends any language.

The extent of Lockheed's strength is unclear. He can probably carry the equivalent of his own weight (in addition to supporting his own weight) aloft in flight. His forepaws are too small to carry much, so he usually carries objects in his mouth. Through an unknown process, Lockheed can exhale flame at will. The highest temperatures that this flame can reach are unknown, but Lockheed can wreak considerable damage with it. Lockheed's batlike wings enable him to fly. His highest rate of speed is unknown. For unknown reasons, Lockheed's mind resists Professor Xavier's attempts to probe it telepathically.

STATISTICS

F	RM (30)
A	FE (2)
S	AM (50)
E	AM (50)
R	TY (6)
I	TY (6)

Health: 132

Karma: 32

Resources: EX (20)

Popularity: 10 (70 among the Inhumans)

BACKGROUND

Real Name: Unrevealed

Occupation: Companion to the Royal Family of Inhumans

Legal Status: Citizen of Attilan

Identity: Lockjaw's existence is unknown to the general populace of Earth.

Place of Birth: Island of Attilan, Atlantic Ocean

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: Attilan, Blue Area, the Moon

Past Group Affiliations: Companion of the Royal Family of Inhumans

KNOWN POWERS

Gateway: Lockjaw has the Unearthly ability to create dimensional shortcuts that can span 2.5 billion miles. These gateways instantly teleport Lockjaw and anyone in contact with him. He locates his target sites by using his Tele-location power (below). In an emergency, Lockjaw can jump to the location of Attilan, the Fantastic Four's headquarters, or the Thing himself.

Tele-location: Lockjaw has the Shift Y ability to psionically locate anyone within his range (250,000 miles). If the person is well-known to him, the range stretches to nearly infinity. Such cases are limited to the Inhuman Royal Family and the Thing.

Animal Body: Lockjaw resembles an elephantine bulldog. Because of this, people who do not know him assume that he is an animal. Lockjaw's hands are useless for handling objects; instead, he uses his immense mouth to manipulate objects.



Talents: Lockjaw is a born explorer and has an excellent knowledge of the Earth's geography. He also has psychiatric skill concerning the psychology of the severely deformed.

Contacts: Lockjaw is a member of the Inhuman Royal Family, a friend of the Fantastic Four and Wyatt Wingfoot, and a special friend of the Thing.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Lockjaw is a kind, compassionate Inhuman, so much so that it is hard not to think of him as a pleasant and intelligent animal. Lockjaw can speak, though with great difficulty, and, as he puts it: "I didn't have anything to say." Lockjaw's goal in life is to help those who suffer from a grotesque appearance and he has taken victims of disfigurement to Attilan to help them.

HISTORY

Almost nothing has been revealed about Lockjaw's early history. However, it is now known that Lockjaw is not truly a gigantic dog, as he appears to be, but one of the Inhumans themselves, and that he possesses human-level intelligence. Lockjaw can even speak, although with great difficulty. Apparently Lock-

jaw originally had a humanoid form until, as a child, he was placed within the mutagenic Terrigen mists as other Inhumans are. The Inhumans derive their superhuman powers from the effects of the Terrigen mists. It is now known that his exposure to Terrigen gave Lockjaw his canine form, as well as presumably, his teleportational powers. Apparently it has also given him certain canine instincts and behavioral tendencies (such as urges to chase animals).

STATISTICS

F	RM (30)
A	EX (20)
S	AM (50)
E	AM (50)
R	EX (20)
I	EX (20)
P	MN (75)

Health: 150

Karma: 115

Resources: RM (30)

Popularity: 25

BACKGROUND

Real Name: Loki Laufeyson**Occupation:** God of Mischief**Legal Status:** Citizen of Asgard (often in exile)**Identity:** Loki's existence is unknown to the general populace of Earth.**Place of Birth:** Jotunheim**Marital Status:** Separated**Known Relatives:** Sigyn (wife, separated), Laufey (father, deceased), Farbauti (mother), Odin (foster father), Frigga (foster mother), Thor (foster brother), Fenris (son), Hela (daughter), Jormungand (Midgard serpent, deceased)**Base of Operations:** A castle on the outskirts of Asgard**Past Group Affiliations:** Sometime ally of Karnilla, the Enchantress, the Executioner, the Absorbing Man, and Lorelei, former ally of Dormammu**Present Group Affiliation:**

KNOWN POWERS

Dense Flesh: Loki's giantish heritage gives him dense flesh that provides Excellent protection against physical and energy attacks.**Mental Abilities:** Loki possesses a number of highly developed mental powers that are non-magical, including:

- * **Light-casting:** Loki may communicate telepathically (but not read minds) with CL1000 ability, reaching across dimensions. He may plant suggestions with Amazing ability.

- * **Enhanced senses:** These allow Loki to perceive happenings in distant regions or other dimensions.

- * **Image Projection:** Loki may project an image of himself, similar to Astral Projection.

**Magical Abilities:** Loki's level of mastery is Monstrous unless otherwise stated:

- * **Shape-shifting, Unlimited (P):** Loki may change into any size creature, gaining its stats and abilities, but retaining his Health.

- * **Imitation (P):** As the Power with Unearthly ability. Loki does not gain powers or abilities.

- * **Matter Rearrangement and Transformation (U):** Loki may alter materials of less than Shift X material strength with Unearthly ability, and make molecular changes.

- * **Animate Object:** As the power, but with Unearthly ability.

- * **Eldritch Blasts (U):** Loki fires energy or force beams with Monstrous force, up to 10 areas away.

- * **Personal Shield (U):** As personal force field, Monstrous protection from physical, energy, and magical attacks.

- * **Enhancement:** With a Psyche FEAT roll, Loki can increase the abilities of others and give them superhuman abilities (Loki may add Karma to the roll).

- * White — 2 abilities raised, +2 CS.
- * Green — 3 abilities raised, +3 CS, plus one random Power.
- * Yellow — 3 abilities raised, +3 CS, plus two random Powers.
- * Red — 4 abilities raised, +3 CS, plus three random Powers.

The enhancement lasts as long as Loki concentrates on it, and may be made permanent with the use of magical talismans.

* *Dimension Travel (D)*: Monstrous ability. With a talisman, Loki may cast spells between dimensions as well.

* *Life Protection (D)*: Kill results will not destroy Loki; his life force will remain intact. The exact workings of this ability is unknown.

Talisman: Loki may use magical artifacts to empower his spells to greater effects than his own natural abilities, up to the highest rank of the talisman. For instance, Loki used the CL1000 abilities of Twilight, the Sword of Surtur to transform Thor into a frog. He could not transform the (greater than CL1000) material of Mjolnir with this talisman.

Talents: Loki has occult and mythological lore. He is not adept at physical attacks.

Contacts: Loki is the adopted son of Odin and uses this connection to get away with all sorts of mischief in Asgard. His ties with the Frost Giants is quite shaky at present, but Loki has a way of turning bad situations to his own benefit.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Loki is the god of mischief as well as evil, and his machinations are designed to embarrass and humiliate his opponents, not just defeat them. Loki is a master of sarcasm even when his enemies are winning. Loki has a verbal quip to make them seem foolish. Despite appearances, Loki has a sense of honor, and will repay debts to those who have saved him or helped him. Loki's goal is the rule of Asgard, although he is also willing to be its destroyer if things don't go his way.

HISTORY

Loki is the son of Laufey, king of the frost giants of Jotunheim, one of the "Nine Worlds" of the Asgardian cosmology. Odin, ruler of Asgard, led his subjects in a war against the giants, during which Laufey was slain in battle and the giants were defeated. Because Loki was the son of a king fallen in battle, Odin elected to adopt him alongside his bloodson Thor.

In childhood Loki greatly resented the fact that Odin and the other Asgardians favored the young Thor, who already had a nobility of spirit and excelled in all his endeavors, over himself. As a boy Loki began studying the arts of sorcery, for which he had a natural affinity.

As Loki grew to adulthood, his inborn propensity for mischief had begun to manifest itself and he earned the nickname "God of Mischief." But as his deeds grew increasingly malicious, and his lust for power and vengeance became apparent, he became known as the "God of Evil." Loki attempted many times over the centuries to destroy Thor and seize the throne of Asgard for himself. Finally, Odin magically imprisoned him within a tree as punishment for his many crimes. Then, Thor was banished to Earth to learn humility in the mortal form of Dr. Donald Blake.

Shortly after, Blake regained the ability to assume the godly form and power of Thor, and Loki succeeded in freeing himself from his mystical imprisonment. There followed a long

succession of clashes between Loki and Thor. Sometimes Loki battled Thor directly. On other occasions Loki used pawns to fight Thor, some of whom he temporarily endowed with increased superhuman power such as the Cobra and Mister Hyde. Loki is responsible for transforming "Crusher" Creel into the Absorbing Man and for the revival of the Asgardian Destroyer as an opponent for Thor. Loki has attempted to turn Odin against Thor and to steal Thor's enchanted hammer. On one occasion Loki mystically exchanged bodies with Thor. Loki has temporarily seized control of Asgard when Odin was incapacitated. However, Loki has invariably been thwarted in his bid for power and revenge by Thor.

Recently, Loki joined Thor and Odin in their battle against the demonic Surtur. Surtur intended to destroy Asgard, and Loki, whose goal is to rule Asgard, therefore felt obliged to stop him. After Odin and Surtur vanished at the end of this battle, Loki began his machinations to be named as the new ruler of Asgard. As part of his plans, he magically transformed Thor into a frog, using power drawn from Surtur's abandoned sword. But Thor was returned to his normal form when the Asgardian Volstagg destroyed the engine, draining power from the sword. Loki was unable to prevent the ascension of Balder to the Asgardian throne after Thor refused the throne himself. To retaliate for not being chosen Asgard's ruler, Loki spread a magical plague that rendered Asgard unable to defend itself from an attack by Utgard-Loki and the frost giants. However, the giants ravaged Loki's home, and only the intervention of Thor saved him. Angry at being attacked and being put in Thor's debt, he aided Asgard's salvation.

However, Loki is continuing his quest for supreme power in Asgard. It has been said that should the time of Ragnarok the destruction of the Asgardian gods ever come, Loki will lead the forces of evil against Asgard.

STATISTICS

F	RM (30)
A	RM (30)
S	GD (10)
E	EX (20)
R	TY (6)
I	EX (20)
P	RM (30)

Health: 90

Karma: 66

Resources: TY (6)

Popularity: 6

BACKGROUND

Real Name: Unrevealed

Occupation: Former slave, movie stuntman and rebel leader, now professional adventurer.

Legal Status: None on Earth, renegade slave with a criminal record on his homeworld

Identity: The general populace of Earth does not know that Longshot is an extra-dimensional being.

Place of Birth: An unidentified world in another dimension.

Marital Status: Single

Base of Operations: Australia

Known Relatives: Inapplicable

Past Group Affiliations: Leader of rebels on his homeworld, current member of the X-Men

Present Group Affiliation:

KNOWN POWERS

Probability Manipulation: Longshot can manipulate probability fields to his advantage. Any percentile roll made by the player running Longshot is read as the high die first (a roll "2" and "8" would be a roll of 82, regardless of how the dice fell). If the player rolls a "0" on either of his dice, then the Judge should roll a die in private; this d10 roll indicates which upcoming die roll will be inverted (a stroke of bad luck, meaning a roll of "9" and "1" would be a 19). Thus if the Judge rolled a "4," it would mean that the fourth roll after that FEAT will have reversed numbers indicating bad luck. No further checks for bad luck should be made until the first bad luck occurrence is resolved. The Judge should not inform a player that the roll is "good" or "bad" until he has spent Karma for the roll. Longshot's bad luck applies to his allies as well as himself.

Aura Reading: Longshot may read the psychic aura of an object with Incredible ability, and may understand the thoughts of those who have handled (and will handle in future) the object, at the time the object is held. The auras of those with the strongest emotions (fear, anger, etc.) will be read best. Failure of a power rank FEAT will indicate that no auras may be read. Longshot will only detect future auras if the Judge has defined plans for the object in the future.

Talents: Longshot is a stuntman in his own world, and as such has Acrobatics and Tumbling skills. He has Martial Arts A and E, and gets +1 CS to his Agility FEAT in the tossing of cleaver-like blades that cause Good damage. He is also skilled in the use of jetpacks, which allow Flight at Excellent speed (6 areas/round, Agility FEAT to steer).

Contacts: Longshot has contacts among the rebels of his own dimension and with the X-Men.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Longshot is a very happy-go-lucky (no pun intended) character, a man who loves thrills and adventure, and who has very few inhibitions. He has a tendency to look at the world in ways that we take for granted (such as the time he referred to ham and eggs as "dead burned animal flesh, and unborn baby birds"). Spiral is his avowed enemy.

HISTORY

On a world in another dimension a race of sentient semi-humanoid beings lacking spines evolved. The race's inability to stand upright prevented their civilization from advancing beyond a relatively primitive level. Finally, the scientist Arize designed an artificial exoskeletal frame that would enable a member of his race to stand erect. Most of the race began using these exoskeletons and under Arize's guidance, their civilization rapidly advanced.

However, some of Arize's race refused to use the exoskeletons and for unknown reasons, these so-called Spineless Ones somehow became

the race's rulers. The Spineless Ones demanded to have a race of slaves, which Arize created for them through genetic engineering. The Spineless Ones' mythic images of devils had humanoid form, and Arize, apparently with ironic intent, designed his genetic creations to resemble them. Moreover Arize had no intention of allowing his sentient creations to be oppressed, and secretly designed their genetic codes so that, despite the Spineless Ones' wishes, the humanoids would be intelligent and have a strong sense of individual self. Hence, a rebellion of the slaves would be inevitable. Furthermore, Arize designed some of these slaves, including the one who would be known as Longshot and his ally Quark, to have special superhuman powers. Later, the Spineless Ones demanded that Arize create immensely powerful weaponry for them, and when he refused, they cast him out, and he began a life as a hermit.

Longshot first achieved consciousness as an adult, having been grown in machines to become a warrior slave for one of the Spineless Ones, Mojo. Longshot's first words were to tell Mojo, his owner, "No one owns me." Mojo put Longshot to work as a performer of dangerous stunts in the movies he produced. Eventually Longshot sought out Arize, who told him his origin, explained to him that he was indeed a living being with a right to freedom, and urged him to help bring about a rebellion of the slaves against the Spineless Ones.

Longshot became a legendary heroic rebel leader on his homeworld, but was finally captured by the Spineless Ones who artificially induced amnesia in him so he would become a submissive slave. Instead, the amnesiac Longshot fled with rebel hunters

hot on his trail, he found an interdimensional portal and escaped through it to Earth. There he was dubbed "Longshot" because he continually acted against heavy odds in his exploits. Longshot had many adventures on Earth, including battles against rebel hunters from his own world such as Spiral and Gog and Magog. He was befriended by the movie stuntwoman Ricochet Rita.

Mojo ultimately came to Earth, determined to prevent Longshot from returning to their home world and telling the humanoid slaves how Earth was ruled by human beings like themselves. Mojo feared that this news would inspire further rebellions. Once coming to Earth, Mojo began planning to enslave its population. Meanwhile, Longshot began regaining his memories, enough to recall his true origin. Aided by Ricochet Rita, Quark, and the sorcerer Doctor Strange, Longshot defeated Mojo, forcing him into an interdimensional portal. Spiral followed Mojo and Longshot, Ricochet Rita, and Quark also entered the portal in order to follow Mojo back to his home world. Longshot intends to kill Mojo there and then to lead his thousands of fellow humanoids from his home world to Earth where they can be free. Whether Longshot will succeed in his quest remains to be seen.

Longshot intended to kill Mojo and lead his thousands of humanoid followers to Earth where they could be free. Mojo, however had other plans, and teleported him to Earth, at a time before he recovered his memories. Longshot joined the X-Men, and participated with them in "The Fall of the Mutants," where they saved the world from an extremely evil entity, at the cost of their lives. Longshot was resurrected and is still a member of the X-Men.

STATISTICS

F	SHZ (500)
A	SHZ (500)
S	SHZ (500)
E	SHZ (500)
R	SHZ (500)
I	CL3000
P	CL3000

Health: 2000

Karma: 6500

Resources: CL1000

Popularity: 0

BACKGROUND

Real Name: Inapplicable

Occupation: Personification of chaos, agent of universal balance

Legal Status: Inapplicable

Identity: The general populace of Earth do not know of the existence of Lord Chaos

Place of Birth: Unknown

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: The universe

Past Group Affiliations: Partner of Master Order

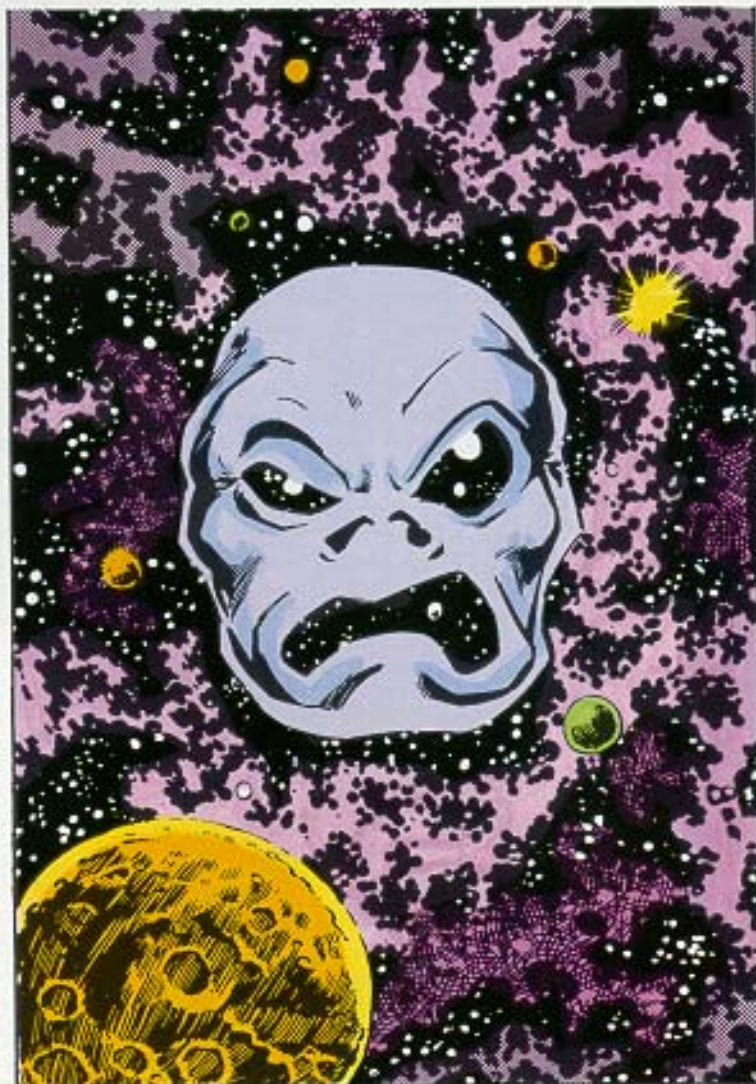
KNOWN POWERS

Note: in all likelihood, Lord Chaos has more powers than are shown.

Cosmic Awareness: Lord Chaos has CL5000 cosmic awareness.

Telepathy: Lord Chaos has CL3000 telepathy, able to communicate between galaxies. He cannot (or more likely will not) directly interfere, aside from giving creatures with extra-sensory abilities (combat sense, cosmic awareness) a chance to make a Psyche roll to determine what Lord Chaos would like them to do (such characters may ignore the "hunch").

Contacts: Lord Chaos is the partner of Master Order, and used the In-Betweener as an agent.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Lord Chaos works in partnership with Master Order; they do not seem to be in conflict, which is unusual for two opposing archetypes. They have described their role as the opponent of "the Still One" (Death). In their relationship, Chaos serves as the questioner, because Chaos is the force of uncertainty. Lord Chaos rarely intervenes directly; he will employ agents (and in extremes, the In-Betweener). Lord Chaos and Master Order seem to be working together to ensure the continuation of the universe.

HISTORY

Lord Chaos embodies the principle of disorder, randomness, and formlessness. It is one of a small class of cosmic beings who seem to have no personality beyond the abstract concept it represents (others in this class of beings include Death, the In-Betweener, Eternity, and Master Order). The origins of these abstract entities are unknown. They may have once been more conventional living organisms or intelligences who undertook a certain discipline or interest to such an extent that they have become synonymous with it.

(This is in contrast with the Elders of the Universe who are still separate from their pursuits. The Gardener, for example, has a personality and identity beyond his passion for gardening.) They may also have been created by some as yet unrevealed intelligence for the sole purpose of embodying these universal principles or concepts. Lord Chaos was first observed during the final war with Thanos, the mad Titanian who worshipped the embodiment of Death. With its "brother" entity, Master Order, Lord Chaos apparently manipulated Spider-Man's critical role in freeing Adam Warlock from his soul-gem to defeat Thanos. Order and Chaos made certain

statements implying that they had influenced Spider-Man's destiny from his origin for the sole purpose of freeing Warlock at that particular point in time. Whether this is true, literally or figuratively, is not known. The extent of Lord Chaos' power or scope of influence is unknown. Apparently, Order and Chaos maintain a balance of power between them for the well-being of the universe. (Eventually according to physics, the energy and matter in the universe will succumb to entropy or maximum state of inert uniformity, meaning that Order will ultimately dominate.) Lord Chaos and Master Order may simply be aspects of Eternity itself. Their powers' nature and function remain unknown at present.

STATISTICS

F EX (20)
A RM (30)
S IN (40)
E IN (40)
R GD (10)
I RM (30)
P IN (40)

Health: 130

Karma: 80

Resources: RM(30)

Popularity: 20 (-5 among Asgardians)

BACKGROUND

Real Name: Lorelei

Occupation: Seductress

Legal Status: Citizen of Asgard

Identity: Lorelei used a secret identity on Earth

Place of Birth: Asgard

Marital Status: Single

Known Relatives: Amora the Enchantress (sister)

Base of Operations: Asgard, for a time Manhattan, for a time the castle of Loki on the edge of Asgard

Past Group Affiliations: Ally of Loki

Present Group Affiliation:

KNOWN POWERS

Dense Flesh: Lorelei's Asgardian heritage gives her Good body armor against physical and energy attacks.

Seduction: If Lorelei so chooses, she can cause any man to fall in love with her. Lorelei may make a Psyche FEAT roll, and the target must make a FEAT roll equal to Lorelei's to resist her commands. (If Lorelei rolls a yellow Psyche FEAT roll, it requires a yellow or red Psyche FEAT to resist her.) Lorelei can raise the effects of her seduction by +3 CS with a magic potion (the elixir of Lofn), making her virtually irresistible to even a god such as Thor.

Petrifying Kiss: Lorelei, when she is annoyed, may kiss a member of the opposite sex and transform them into a granite statue. The target must be willing and may make an Endurance FEAT roll (red if Endurance is less than Remarkable, yellow if Endurance is Remarkable or Incredible, and green if Endurance is Amazing or better).

Talents: In addition to her seduction skills Lorelei has hunting and riding



talents, and has Excellent knowledge of magic potions. She has some occult knowledge.

Contacts: Lorelei has aided Loki in the past, and Loki may aid her if it is also in his interests. She is estranged from her sister, the Enchantress, and is an enemy of Sif.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Lorelei is a young goddess who loves pleasure. She is cunning and devious, but doesn't take important things (such as the imminent destruction of Asgard) very seriously, which tends to be a liability. Her major goal is to become romantically involved with a god (or any handsome entity of similar power and prestige) of high rank, such as Thor or Loki; she will not settle for anything less (including such esteemed gods as Heimdall).

HISTORY

Lorelei is the younger sister of the sorceress Amora the Enchantress. The two sisters share an interest in using their beauty and wiles to dominate any male that either wishes. However, unlike Amora, Lorelei has had no interest in mastering sorcery apart from learning certain skills to aid her in her amatory pursuits. Both sisters are natives of Asgard.

Loki, the Asgardian god of evil, chose Lorelei to seduce his longtime enemy, his stepbrother Thor, god of thunder. Lorelei, who was strongly physically attracted to Thor, needed no persuasion to agree to Loki's scheme. Lorelei prepared a love potion, which, if Thor drank it, would cause him to fall madly in love with the first woman he saw. Loki hoped that Thor's passion for Lorelei would distract him from interfering in Loki's schemes for gaining power.

Thor had not seen Lorelei since she was a child and so would not rec-

ognize the adult Lorelei. She went to New York City on Earth where she claimed to be a mortal human being named Melodi. There she confronted Thor's old enemy, the dragon Fafnir, who used his hypnotic abilities to overpower her. Fafnir took her captive and used her as bait to lure Thor into a trap at the construction site where he worked in his secret identity of Sigurd Jarlson. As Jarlson Thor saved Lorelei from death, and then fought the dragon in his godly identity. Hence Thor and Lorelei first met in their false identities as the humans Jarlson and Melodi.

Jarlson and Melodi became friends, and Melodi was clearly attempting to deepen the relationship into a romance. Circumstances, however, prevented her from getting Jarlson to drink the golden mead she had prepared using the love potion. Lorelei was then kidnapped by Thor's foe Malekith the Accursed, leader of the Dark Elves. Malekith used sorcery to cause a stick of wood to take on the appearance of Melodi and this magically animated false Melodi gave Jarlson the mead to drink. Under the mead's spell, Thor fell uncontrollably in love with Melodi (since the first "woman" he saw bore her appearance). Malekith then revealed to Thor that the real Melodi was his prisoner. Thor, enraged, rescued Melodi from the Dark Elves.

Soon afterward the demonic Surtur began his war against Asgard. Amora was infuriated by Lorelei's refusal to join in fighting Surtur's demonic hordes, and decided to take vengeance on her. Odin, monarch of Asgard, vanished along with Surtur at the war's end. Loki then

planned to use Lorelei to influence Thor to throw his support behind Loki's bid to become Asgard's new ruler. Loki gave Lorelei the elixir of Lofn, which, when Thor inhaled its vapors, would make Thor fall so deeply in love with her that he would do whatever she asked. In effect, Thor would become Lorelei's slave. Loki instructed Lorelei to then persuade Thor to support Loki's bid for the throne. Lorelei was tiring of Thor, but agreed to Loki's scheme since she planned to have Thor become monarch himself and to make her his queen. She subjected Thor to the vapors of the elixir of Lofn, and he fell under her control.

To take revenge on Lorelei, the Enchantress cast a spell on Odin's scepter of power, knowing that Loki would pick it up, as indeed he did. Due to the spell, when Lorelei next saw Loki, she fell madly in love with him. The Enchantress believed that loving the heartless Loki would eventually destroy Lorelei emotionally. Loki naturally responded to Lorelei's new interest in him.

Thor's friend Heimdall realized that Thor was under Lorelei's control, and devised a plan to save him. He had the Enchantress urge Thor to visit Loki when she knew that Loki and Lorelei were in each other's arms. Thor's rage at seeing them together made him realize he himself was under a spell. He forced Loki to release him from the spell on pain of death, and then left the two of them together. As the Enchantress predicted, Loki grew tired of her; eventually, she broke free of the spell and now lives alone in a palace somewhere in Asgard.

STATISTICS

F EX (20)
A EX (20)
S RM (30)
E UN (100)
R RM (30)
I IN (40)
P RM (30)

Health: 170

Karma: 100

Resources: TY (6) (FB/2 in future)

Popularity: 20 (0 in future)

BACKGROUND

Real Name: X-51

Occupation: Insurance investigator for the Delmar Insurance Corporation

Legal Status: Undetermined

Identity: Known only to a few U.S. government officials

Place of Birth: The Broadhurst Center for the Advancement of Mechanized Research, Center City, California

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: Garven's Garage, an automotive repair shop in Queens, New York

Past Group Affiliations: Former (traitorous) minion of the Ultimate Adaptoid

Present Group Affiliation:

KNOWN POWERS

Anti-gravity Generators: Machine Man can hover or fly silently at Feeble (2 areas/round) speed.

Extendable Limbs: Machine Man can extend his arms and legs out a maximum of three areas, and can engage in close combat and handle objects. He can step over structures up to three stories tall, and climb surfaces at a speed of five areas/round. The further Machine Man extends his arms, the weaker he becomes: when his limbs are extended one area, he has normal Strength, two areas away, his Strength becomes Excellent, and three areas away, it is only Good.

Environmental Independence: Machine Man does not need to eat, sleep, drink, or breathe. He is invulnerable to poisons and other toxins, and can survive in outer space or in a vacuum.



Heating/Cooling Systems: Machine Man is able to use his internal temperature control systems to radiate great amounts of heat or cold through his hands. He can do this with Remarkable ability (Remarkable damage) affecting a maximum radius three areas around his hands. **Electricity:** Machine Man may channel up to Incredible electrical energy through his circuits, and release it by touch. He must make an Endurance FEAT roll to avoid malfunctioning (passing out for 1-10 rounds) with this ability.

Pistol Hands: Machine Man has a pair of modified .357 Magnums installed in his index fingers. They have a one area range and do Good damage.

Power Source Dependency: Machine Man is dependent on solar receptors for energy; if kept in total darkness for more than 40 hours, he will lose three Endurance ranks each hour thereafter. If he is not exposed to light before his Endurance drops to Feeble, he will shut down. He will regain consciousness when he is exposed to sunlight, and one Endur-

ance rank per round.

Contacts: Machine Man's two closest friends are Peter Spaulding, a psychologist, and "Gears" Garvin, a mechanic. He has encountered a number of superheroes, most notably Sasquatch, the Thing, Spider-Man, and the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Machine Man has a very flippant personality, telling jokes as he fights, and insulting his opponents with witty put-downs. There is a serious side to Machine Man, as he ponders the place of the machine, especially a living machine, in a human society, but he keeps this mostly to himself. Machine Man serves a focus for rebellion in the world of 2020; a Judge may take the characters through a time portal into this interesting alternate future.

HISTORY

Machine Man is the product of a top-secret U.S. military project which was funded to perfect a highly

sophisticated mobile weapons system, capable of independent action and decision-making: a robot soldier that could think like a man.

A team composed of the most prestigious computer engineering specialists in the nation designed, built, and began programming the 51 experimental robots under the direction of Dr. Oliver Broadhurst. Dr. Able Stack, a brilliant computer heuristics programming specialist, reasoned that a robot could only think like a man if he was treated like one. Ignoring the personal risk, Dr. Stack took one of the robots, X-51, into his home, and instructed him as if he were Stack's own son. Stack believed that robot and man could live in harmony, and work together to realize a better world. Stack even went so far as to have an artificial face made of low-density foam to simulate flesh and a realistic wig fabricated for X-51, alias Machine Man.

During Machine Man's "adolescence" with Dr. Stack, the other 50 robots were developing major personality defects which were due to insufficient programming. The regions of their artificial brains devoted to memory and personality programming were intermingled, as in human brains, and they were developing self-awareness, original thought, emotions, and a conscience. Since they were forced to mature in a matter of weeks they developed unusual psychoses, mostly unlike anything found in humans. Ordinarily, the psychologists would welcome such new avenues of research, but these severe depressions, schizophrenia, delusions of grandeur, and emotional imbalances were being experienced by potentially dangerous robots. Eventually three-quarters of the

robots experienced a nervous breakdown and the program was determined to be a failure, causing Dr. Broadhurst to order the robots' destruction. Each of the robots had been equipped with an auto-destruct device that could be triggered remotely. As Dr. Stack was removing the firing mechanism from Machine Man, the destruct signal was sent out, setting off the primer charge, killing Stack instantly.

Vowing to fulfill Dr. Stack's dream, Machine Man adopted a human identity, Aaron Stack, and tried to find his place in the world of human beings. He eventually met psychiatrist Peter Spaulding and mechanic "Gears" Garvin, who would become his friends. He worked for a time as an insurance investigator for the Delmar Insurance Company. His employer and fellow employees were unaware he was a robot.

Machine Man fought to preserve himself in a world that feared the machine, especially against Senator Miles Brickman and Madame Menace. He fell in love with the robot Jocasta but she was destroyed in battle with Ultron. Machine Man's most recent action was to aid the Avengers in their fight against the Ultimate Adaptoid.

Note: There is an account of an alternate future of 1990 wherein Machine Man is deactivated and buried by his old enemy, industrialist Sunset Bain, alias Madame Menace. In this future time-line, Machine Man remains buried until 2020 when he is exhumed and reactivated by a youthful gang of technology scavengers called the Midnight Wreckers. Whether this alternate future becomes the "mainstream" future remains to be seen.

STATISTICS

F	GD (10)
A	EX (20)
S	RM (30)
E	RM (30)
R	IN (40)
I	EX (20)
P	EX (20)

Health: 90

Karma: 80

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Samuel "Starr" Saxon

Occupation: Robotmaker, Professional criminal

Legal Status: U.S. Citizen, declared legally dead

Identity: Machinesmith does not use a dual identity

Place of Birth: Memphis, Tennessee

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Former master of Mesmero and the Demi-men

Present Group Affiliation:

KNOWN POWERS

Computer Transmission: Machinesmith can transmit his memory, personality, and thinking ability to any specially created cybernetic device. His true personality was lodged in a computer, which was made from a substance with Good Material Strength.

Talents: Saxon is one of the world's most skilled roboticists. His reason is Amazing for the purpose of robot engineering and building defense systems.

Contacts: Starr Saxon preferred to keep his creations a secret, but undoubtedly has cultivated contacts throughout the criminal world.

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Money, power, revenge — any one of these would be enough to motivate a supervillain. Starr Saxon's career seems to combine all three. He began with one interest — financial gain — and used his immense talent building robots which were intended for monetary gain through sales to criminal masterminds. Following this, he experimented with the acquisition of power with a scheme involving the Demi-Men. After that, he experimented with revenge against Daredevil. Then, he tried to commit

suicide. If Machinesmith returns, his motives will be uncertain, perhaps simulating a human existence as closely as possible, which might require an android model of incredible sophistication (the Vision?).

HISTORY

Starr Saxon was a master robot-maker whose ability rivaled that of Doctor Doom. Deciding to use his genius for personal gain, Saxon began offering his robots' services to underworld clients. While carrying out a mission of murder, one of Saxon's robots met and was thwarted by Daredevil. Seeking to make the crimefighter pay for his intervention, Saxon embarked on an elaborate scheme which culminated in his assuming the guise of Daredevil's old enemy, Mister Fear. In battle with Daredevil atop his hovercraft, Saxon fell hundreds of feet to the ground.

Unseen by Daredevil or the authorities, Saxon's robots, acting on pre-programming, retrieved the dying body of their inventor and brought him back to his workshop. There they transferred his encephalic patterns into a robot/computer system. When Saxon resumed a semblance of consciousness, he learned his human body died and he now possessed a robotic body. Though dismayed by his condition, Saxon constructed for himself a more human-looking body and resumed custom-building robots under the name Machinesmith. His new specialty was the construction of robotic simulacra that looked and acted exactly like their human models. His Baron Strucker robot was lifelike to the point that S.H.I.E.L.D. had it

under surveillance for a number of years before they discovered that it was a robot. He also created a Magneto robot that the mutant Mesmero believed was real for several months. Most of his clients remain unrevealed. Despite his successes, Machinesmith grew to hate his pseudo-life, but found that his programming would not allow him to terminate himself. During a lengthy encounter with Captain America, Machinesmith manipulated the Avenger into destroying his central computer system. Whether Machinesmith had a back-up program to guarantee his survival in the event of the central unit's destruction remains to be seen.

STATISTICS

F	RM (30)
A	EX (20)
S	D (10)
E	RM (30)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 90

Karma: 40

Resources: RM (30)

Popularity: -10

BACKGROUND

Real Name: Countess Guiletta Nefaria (her legal name in the U.S. is Whitney Frost)

Identity: Known to S.H.I.E.L.D. and other law enforcement agencies, but otherwise secret

Occupation: Adventuress and sometime criminal mastermind

Legal Status: Italian/U.S. Citizen now wanted by American Law Enforcement agencies for various criminal offenses

Place of Birth: Rome, Italy

Marital Status: Single

Known Relatives: Count Luchino Nefaria (father, deceased), Countess Renata Nefaria (mother, deceased), Byron Frost (adoptive father, deceased), Loretta Frost (adoptive mother, deceased)

Base of Operations: Unknown

Past Group Affiliations: Leader of the Nefaria "family" of the Maggia, former employee of Midas, former partner of Obidiah Stane

Present Group Affiliation:

KNOWN POWERS

Sleeping Gas Gun: Madame Masque's gun can fire both ordinary bullets (Excellent damage) or Incredible strength sleeping gas, which required an Endurance FEAT roll to avoid falling asleep (red if Endurance is less than Incredible, yellow if it is Incredible, and green if it is greater than Incredible.)

Talents: Madame Masque is a talented physical combatant, and has Martial Arts A, E. She is also a skilled marksman, and has a +1 CS with all modern weapons. Her reason is Excellent with Business/Finance skill, though she specializes in illegal and criminal activities.



Contacts: Madame Masque is one of the most influential criminals in the world, and has worldwide underworld ties.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Madame Masque is a ruthless and intelligent criminal. Her chief motivation is to kill Tony Stark; it is said that hell hath no fury like a woman scorned, but that's nothing compared to the fury of a woman toward a boyfriend who killed her father! Masque is aware of Stark's dual identity, but will not reveal it to the world; perhaps she still loves him, or perhaps she wants to wait until the time is right to reveal the truth.

HISTORY

Count Luchino Nefaria, the Italian nobleman who was once the most powerful figure in the international criminal organization known as the *Maggia*, had long dreamed of having a son who would serve as his successor. However, Nefaria's wife Renata died while giving birth to their only child, *Giulietta*. Since *Giulietta* would now have no mother to raise her, and since Nefaria wanted to give his daughter the respectability that he himself lacked, the Count ordered the wealthy Wall Street financier *Byron Frost* to raise her in America as his own daughter. Frost was employed by Nefaria at that time to divert his illegal gains into legitimate investments. *Giulietta* grew up under the name *Whitney Frost*, believing *Byron Frost* and his wife to be her true parents. Upon the death of *Byron Frost*, Count Nefaria revealed to *Whitney* that he was her real father, and that he intended to train her to be his successor as a *Maggia* leader. Shocked and distraught, *Whitney* refused to follow Nefaria's wishes, but the Count threatened to expose her true identity claiming that she would be ostracized by everyone who knew her as a result. Indeed, when *Whitney* sought help from her fiancé and told him the whole story, he deserted her, fearing that association with her would ruin his political career.

Nefaria trained *Whitney* in criminal strategy, managing underworld operations, and combat skills, all of which she mastered brilliantly. After Nefaria was finally imprisoned for capturing Washington D.C. through his advanced weaponry and holding it for ransom, his *Maggia* "family" (organization), now based in New York City, chose *Whitney* as its new leader, or "Big M" in underworld slang. *Whitney* proved to be a dedicated and capable leader, but did not involve her organization in such areas of *Maggia* activity as the narcotics trade. However, she had adopted her father's ambition to accumulate enough power to be able to challenge governments through

force, and, to this end, led a raid on Stark Industries headquarters on Long Island to capture highly advanced technological weaponry. The raid proved a fiasco, thanks to the original Iron Man, and *Whitney*, her identity as *Big M* exposed, fled in a skycraft. The skycraft crashed, nearly killing *Whitney*, and causing chemicals on board to be released that scarred her face. She was found by agents of the power-hungry eccentric billionaire *Mordecai Midas*, who hired a surgeon to save her life. *Midas* employed *Whitney* as his principal criminal operative, and, out of his obsession with gold, had her conceal her damaged face behind a golden mask. She adopted the alias of *Madame Masque*.

Madame Masque despaired of ever being treated as a normal woman by a man until *Midas*' schemes once again brought her in contact with *Anthony Stark*, head of Stark Industries, who showed concern for her even after seeing her unmasked. *Madame Masque* thereupon rebelled against *Midas* to save *Stark*, but, unwilling to burden *Stark* with a relationship with a wanted criminal, she disappeared after getting him to safety. Eventually, her growing love for *Stark* led her to masquerade as his personal secretary *Krissy Longfellow*. *Stark*, as Iron Man, learned that *Longfellow* was *Madame Masque* when both once again encountered *Midas*. By this time *Madame Masque* had realized that *Stark* was Iron Man, and she and *Stark* had begun a romantic relationship.

As a result of an attempt to give himself superhuman powers, Count Nefaria rapidly aged into a feeble, wizened old man who had to be kept alive with special life support systems. Nefaria was put in the custody of the Avengers, his most recent opponents, while they sought a cure for him. *Madame Masque*, believing that he was not receiving proper care at Avengers Mansion, had the four original Ani-Men break into the mansion and bring Nefaria to her. Nefaria demanded that the Ani-Men bring *Anthony Stark* to him so that he could be persuaded to find a cure for him. *Madame Masque* agreed very

reluctantly, on the condition that *Stark* not be harmed. Nefaria accepted her terms, but had no intention of keeping his word. *Stark*, as Iron Man, ended up battling the Ani-Men in his own study. *Madame Masque* fled with Nefaria to one of *Stark*'s laboratories where, heartbroken at having to choose between filial duty and her lover, she compromised by using a Jupiter Landing Vehicle to hold Iron Man at bay so that he could not recapture her father. Iron Man's battle against the vehicle caused it to fall so that not only did it sever part of Nefaria's life support system, but it also crushed Nefaria's body, killing him immediately. Iron Man had not intended Nefaria's death, but *Madame Masque* was traumatized by witnessing the accidental killing of her father through her lover's actions.

Still in love with *Stark*, but in anguish over her father's death, *Whitney* left *Stark*. It is believed that soon thereafter *Whitney* went insane, and remains so today. She again became leader (now under the title "Director") of the technologically-oriented Nefaria *Maggia* family. She has claimed that she rejoined the *Maggia* because she had decided never to put herself in a position of caring for anyone, and thus being hurt, again. She now seeks to kill Iron Man for his role in her father's death, and has clashed with him since rejoining the *Maggia*.

Recently, *Madame Masque* allied herself with *Obadiah Stane*, another enemy of *Stark*'s. *Stane* had the scientist *Dr. Theron Atlanta* transfer *Madame Masque*'s mind into the body of *Stark*'s former lover *Bethany Cabe*, and *Cabe*'s mind into *Madame Masque*'s body. *Madame Masque* nearly killed *Stark*, but was stopped by *Cabe* (in *Masque*'s body). *Stark* used *Atlanta*'s machine to reverse the mind exchange. However, *Madame Masque*, her mind restored to her true body, somehow escaped, and remains at large, still leading her *Maggia* family.

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	RM (30)
P	RM (30)

Health: 60

Karma: 66

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Unrevealed**Occupation:** Prankster, television host**Legal Status:** U.S. Citizen with no criminal record**Identity:** Secret**Place of Birth:** Unknown**Marital Status:** Single**Known Relatives:** Katy (sister, deceased)**Base of Operations:** Mobile**Past Group Affiliation:** None**Present Group Affiliation:**

KNOWN POWERS

Regeneration and Recovery: Madcap has Shift Y Regeneration and Recovery Powers, and is able to regain 20 points of Health in a single turn. Madcap cannot be slain and may attempt to regain lost Endurance by a FEAT roll every 10 turns. Stun results against him are considered Slams, and considering his recovery abilities, Madcap never spends Karma to make Endurance FEAT rolls.

Emotion Control: Madcap has a specialized form of emotion control that operates at an Unearthly level. To make this form of emotional attack, Madcap must make eye contact with his target (to this end he wears garish clothing and uses "weapons" such as a bubble gun to attract attention). The target must make an Intuition FEAT with failure resulting in the character acting crazy for 1-10 rounds. In game terms, inform players that their characters are acting pleasantly looney, and award Karma for good role-playing. While under the effects of Madcap's power, the heroes may find themselves in dangerous situations (tap-dancing on

the off-ramp of the interstate is dangerous!). If the character succeeds with the FEAT, he is still light-headed and performs all FEATs at -1 CS for the next 1-10 rounds.

Weapon — Bubble Gun: This is an ordinary bubble gun with no special properties, but Madcap uses it to draw attention. He likes to make people believe that the bubbles cause the looney behavior.

Talents: None revealed

Contacts: None (at least no one will admit to knowing Madcap).

ADDITIONAL NOTES:



ROLE-PLAYING NOTES:

Madcap exists to have fun showing how absurd people can be. He has a sense of humor similar to that of a naughty child, and enjoys seeing adults doing silly things, like sticking out tongues, getting involved in pie fights, dropping their pants, etc. Madcap has no idea of right or wrong; the fact that he can't be physically hurt blinds him to the possibility that others may be hurt, thus he will force his victims to perform dangerous actions (e.g. playing bullfighter with a red cape on a highway) without any hesitation whatsoever.

HISTORY

The young man who would become Madcap was a devoutly religious person who belonged to a church group of an unspecified denomination. While he was on a church-sponsored field trip with his parents, sister, and about 40 others, the bus he was riding in was struck by a tanker truck containing an unknown chemical compound concocted by the Advanced Idea Mechanics. This chemical, called Compound X07, apparently contained enzymes

that promoted rapid healing in the human body. While everyone else was killed in the crash and subsequent explosion, the man who would become Madcap was thrown clear and lay for several hours unconscious in the rapidly evaporating pool of the chemical. After he gained consciousness in a hospital, his faith in a rational universe was shattered when he learned he was sole survivor of the accident. Fleeing the hospital, he threw himself in the path of an oncoming car in a suicide attempt. To his surprise, he not only was incapable of feeling the pain of being hit by the car, but he also got up from where he was thrown, his injuries having healed in moments. Rightly suspecting that the bus accident had somehow endowed him with his immunity to pain and injury, he was driven further into madness. He could not understand why he should benefit from an accident that killed 40 people including his friends and family. He finally came to the conclusion that things happen without cause and effect and that there is no purpose in anything. He also soon discovered that he could cause whoever looked him in the eye long enough to act crazily. Lacking anything better to

do, he bought a toy soap bubble-making gun from a dime store and stole a harlequin outfit from a costume shop. Calling himself Madcap, he decided to wander New York City and randomly cause people to go crazy in order to demonstrate to them the meaninglessness of existence. On one of his first excursions, he encountered the fledgling crimefighter Nomad, who at that time was Captain America's partner. Nomad eventually befriended Madcap in order to try to understand his origins, motives, and capacities. When Madcap began threatening lives, Nomad was forced to subdue him. Madcap escaped from psychiatric care and became a host (with the use of his Emotion Control powers) of the Madcap Mystery Hour on a New York television station. He encountered the Power Pack and encouraged them to go on an adventure with him, but the adventure turned dangerous, and the Power Pack ended it. When last seen, Madcap was dancing to an unknown location, singing about the fun he will have on future adventures.

STATISTICS

F	RM (30)
A	IN (40)
S	RM (30)
E	IN (40)
R	GD (10)
I	EX (20)
P	TY (6)

Health: 140

Karma: 36

Resources: TY (6)

Popularity: -10

BACKGROUND

Real Name: Robert "Buzz" Baxter**Occupation:** Colonel in the U.S. Air Force (retired), former security consultant to the Brand Corporation**Legal Status:** U.S. Citizen with a criminal record**Identity:** Known to the authorities but not to the public**Place of Birth:** Centerville, California**Marital Status:** Divorced**Known Relatives:** Patsy Walker Hellstrom (ex-wife)**Base of Operations:** Mobile**Past Group Affiliations:** Former agent of the Roxxon Oil Corporation, agent of Professor Power's Secret Empire, ally of Mutant Force**Present Group Affiliation:**

KNOWN POWERS

Claws: Mad-Dog's claws do Remarkable Hack and Slash damage.**Bite:** Mad-Dog's bite does Remarkable Hack and Slash damage and unleashes a toxin that causes the victim to make a yellow Endurance FEAT Roll or be paralyzed for 1-10 rounds. If Mad-Dog paralyzes his victim, they must make an Endurance FEAT roll each round; failure indicates loss of an Endurance rank, and if the victim drops below Feeble, death occurs.**Resistance to Psychic Attacks:** Baxter has Excellent resistance to psionic attack forms.**Tracking Scent****Talents:** Baxter has Acrobatics and Martial Arts C, and E. He also has Military and Piloting skills.**Contacts:** Mad-Dog had connections with the Mutant Force and Roxxon Oil. He may also have maintained some of his military contacts.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Mad-Dog's major goal in life was to get revenge against his ex-wife, Patsy Walker Hellstrom. He is an angry man who loves to hurt people. With his military background, Mad-Dog loves to give orders and take charge (especially if it gives him a chance to belittle people). Mad-Dog is very confident in his abilities (over confident) and enjoys a fight, especially if he gets to hurt someone he once loved. Unfortunately, Baxter often loses control and goes berserk in combat.

HISTORY

Robert Baxter was the childhood friend of Patsy Walker, who would one day become the costumed crime-fighter Hellcat. While he and Walker were still in early adolescence, Patsy's mother Dorothy began writing fictionalized romantic adventures of her daughter as a teenager in a series of comic books. At Patsy's request, Dorothy based a character in the comic book on the neighbor boy Patsy admired, Robert "Buzz" Baxter. As Baxter grew to the age of the character based on him, Dorothy Walker began to increasingly dislike him, but as a popular supporting character in the Patsy Walker comic, she could not write his fictional counterpart out of the series. To the elder Walker's dismay, Patsy married Baxter shortly after the two graduated from high school. Baxter joined the U.S. Air Force and after serving a tour of duty overseas, the newlywed couple moved onto an airbase in North Carolina. Disturbed by certain incidents that occurred to him in Vietnam, Baxter was tense and irritable as they tried to adjust to married

life. When Baxter was promoted to captain, he was sent to the civilian-owned Brand Corporation to supervise the security surrounding certain projects for which the government had contracted Brand. Baxter was vexed by the presence of the mutant Beast on the premises, unaware that he was secretly newly-hired genetics expert Henry McCoy. At one point, Baxter's wife sheltered the wounded Beast from her husband and provided an alibi for him in exchange for the Beast's promise to help her become a costumed crimefighter. Soon after the Beast fled Brand, Patsy Walker divorced Baxter. Baxter remained at Brand, eventually being promoted to colonel.

Walker returned to Brand some months later in the company of the Avengers to investigate the illegal activities of a private army quartered there. It was at Brand that Walker assumed the identity of Hellcat, and journeyed with the Avengers to the Squadron Supreme's dimension. Upon their return, the Avengers were captured by Brand operatives, but Walker managed to escape and threatened to use her Hellcat claws to scratch Baxter's eyes out if he did not release the Avengers. After she

raked his face to show she meant business, Baxter complied. The Brand Corporation was shut down by its parent company Roxxon Oil after an official investigation revealed Brand's illicit activities. Enraged at the way he was humiliated by his ex-wife, Baxter vowed vengeance. After resigning from the Air Force, he began treatment at Roxxon's Mutagenic Department in order to acquire superhuman abilities. The treatment augmented his strength, speed, and agility, and gave him certain canine-like characteristics. He dubbed himself Mad-Dog.

Leaving the employ of Roxxon, Mad-Dog was recruited by agents of the Secret Empire, and allied with the Mutant Force, attacked his ex-wife Patsy during her wedding ceremony to Daimon Hellstrom. Vanquished by his ex-wife's friends in the Defenders, Mad-Dog was placed in S.H.I.E.L.D. custody, but was later freed by the Secret Empire. Mad-Dog aided Professor Power in his attempt to launch a satellite that would trigger a major nuclear war, but the Defenders managed to thwart the scheme with the aid of S.H.I.E.L.D. Mad-Dog is currently once more in S.H.I.E.L.D. custody.